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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

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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 and General Circular No. 10/2022 dated December 28, 2022, 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 03rd July, 2023, has approved the appointment of Mr. Shashank Ghaisas (Mem. No. FCS11782), Practicing Company Secretary, (Certificate of Practice No: 16893) 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 **Saturday, 08th July, 2023 at 09:00 a.m Hours IST** and end on **Sunday, 06th August, 2023 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, 08th August, 2023** 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

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

Item No. 1 – Re- Appointment of Mr. Satish M. Chitale (DIN: 08149259) as a Non-Executive 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. Satish M. Chitale (DIN:08149259), 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 2 (Two) consecutive years with effect from 30^h May, 2023 to 29th May, 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 Mr. Vijay Y. Sane (DIN: 10153927) as a Non-Executive 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. Vijay Y. Sane (DIN:10153927), who was appointed as an Additional Director with effect from 9th May, 2023 as a Non-Executive Independent Director and who has submitted a declaration that he

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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 appointed as a Non-Executive Independent Director of the Company for a term of 2 (Two) consecutive years with effect from 09th May, 2023 to 08th May, 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. 3 - Appointment of Mr. Avinash K. Aphale (DIN: 10167429) as a Non-Executive 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. Avinash K. Aphale (DIN:10167429), who was appointed as an Additional Director with effect from 18th May, 2023 as a Non-Executive Independent Director and 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 appointed as a Non-Executive Independent Director of the Company for a term of 2 (Two) consecutive years with effect from 18^h May, 2023 to 17th May, 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.”

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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: 03rd July, 2023
Place: Dombivli, Thane

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, June 30, 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

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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, June 30, 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 **Saturday, July 08, 2023 at 09:00 a.m. (IST) and end on Sunday, August 06, 2023 at 05:00 p.m. (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. **Sunday, August 06, 2023**.

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

i. Remote e-voting period shall commence on **Saturday, July 08, 2023 at 09:00 a.m. (IST) and end on Sunday, August 06, 2023 at 05:00 p.m. (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 30, 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</p>



	<p>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.nsdl.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 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>
Individual Shareholders (holding securities in demat mode)	<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</p>



login through their Depository Participants	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.
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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 <Company Name> 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, 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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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 and Item No. 3 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. Satish M. Chitale (DIN: 08149259) as a Non-Executive Independent Director of the Company for a term of 2 (Two) years with effect from May 30, 2023 subject to approval of the shareholder.

Mr. Satish M. Chitale is the Independent Director of the Company since May 30, 2018. He is a fellow member of the Institute of Chartered Accountants of India. He is Associate Member of the Institute of Cost and Management Accountants of India as well as Post Graduate of Commerce from Mumbai University. His total experience in functional areas is more than two decades.

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. Mr. Satish M. Chitale has 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 Mr. Satish M. Chitale.

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. Satish M. Chitale 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 re-appointment of Mr. Satish M. Chitale as a Non-Executive Independent Director of the Company for a term of 2 (Two) consecutive years with effect from 30th May, 2023 to 29th May, 2025 and shall not be liable to retire by rotation. Further, Mr. Satish M. Chitale 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. Satish M. Chitale 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.

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None of the Directors other than Mr. Satish M. Chitale, 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. Satish M. Chitale 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 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 appointment of Mr. Vijay Y. Sane (DIN: 10153927) as an Additional Director, in the category of Non-Executive Independent Director of the Company for a term of 2 years (Two) years with effect from 09th May, 2023 subject to approval of the shareholders.

Mr. Vijay Y. Sane is Bachelor of Science Graduate and has completed his B.SC. Tech in Intermediaries & Dyestuffs. Further, he has studied FSDC (Fellow of the Society of Dyers and Colourists) and Chartered Colourist from SDC University in United Kingdom. Apart from working at Gharda Chemicals, he was engaged in teaching undergraduate students as a Visiting Faculty at the Institute of Chemical Technology, Matunga, Mumbai. Furthermore, he is also part of the Society of Dyers & Colourists (United Kingdom) – India Region, Institute of Chemical Engineers – Mumbai Regional Centre, UDCT Alumni Association & Also a member of Royal Society of Chemists (United Kingdom) – American Chemical Society and American Institute of Chemical Engineers. He has more than 35 years of Working Experience in the Chemical and Pharmaceutical Industry i.e. Garda Chemicals Limited, Dombivli Research and Development Centre, as a Manager of R & D Department.

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. Mr. Vijay Y. Sane has 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 Mr. Vijay Y. Sane.

Considering his extensive knowledge and experience of legal, finance, taxations as well as his educational background, appointment of Mr. Vijay Y. Sane 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 appointment of Mr. Vijay Y. Sane as a Non-Executive Independent Director of the Company for a term of 2 (Two) consecutive years with effect from 09th May, 2023 to 08th May, 2025 and shall not be liable to retire by rotation. Further, Mr. Vijay Y. Sane will not be entitled for any remuneration except sitting fees for attending board meetings/ committee meetings.

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Copy of the letter for appointment proposed to be issued to Mr. Vijay Y. Sane 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. Vijay Y. Sane, 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. Vijay Y. Sane 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. 2** of the accompanying Notice in the interests of the Company.

ITEM NO: 3

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 appointment of Mr. Avinash K. Aphale (DIN:10167429) as an Additional Director, in the category of Non- Executive Independent Director of the Company for a term of 2 (Two) years with effect from May 18, 2023 subject to approval of the shareholders.

Mr. Avinash K. Aphale is a Retired Scientist and holds a degree in M.Sc. from the Institute of Chemical Technology Maharashtra. He has experience of more than 40 years in the field of Research, Quality and Inspection Department.

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. Mr. Avinash K. Aphale has 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 Mr. Avinash K. Aphale.

Considering his extensive knowledge and experience & expertise of Chemical and Pharmaceutical Industries, appointment of Mr. Avinash K. Aphale 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 appointment of Mr. Avinash K. Aphale as an Non-Executive Independent Director of the Company for a term of 2 (Two) consecutive years with effect from 18th May, 2023 to 17th May, 2025 and shall not be liable to retire by rotation. Further, Mr. Avinash K. Aphale 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. Avinash K. Aphale as an Independent Director setting out the terms and conditions thereof is available for inspection

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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. Avinash K. Aphale, 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. Avinash K. Aphale 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. 3** of the accompanying Notice in the interests of the Company.

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: 03rd July, 2023
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. Satish Chitale	Mr. Vijay Sane	Mr. Avinash Aphale
Age	69 Years	68 years	71 Years
Work Experience in functional area	More than two decades of experience in Functional Areas.	Worked with Gharda Chemicals Limited, Dombivli R& D Centre as Manager R&D, Visiting Faculty at the Institute of Chemical Technology, Mumbai.	Experience as R&D Research Officer, Plant Manager, Senior Manager, General Manager in Gharda Chemicals Limited from 1978 to 2017 (Total of 38 years of Experience)
Qualification	<ul style="list-style-type: none"> Fellow Member of Institute of Chartered Accountants of India. Associate Member of the Institute of Cost and Management Accountants of India. Post Graduate in Commerce from Mumbai University. 	<ul style="list-style-type: none"> Bachelor in Science from Institute of Science, Mumbai B.Sc. Tech in Intermediaries & Dyestuffs from University Department of Chemical Technology. FSDC (Fellow of Society of Dyers & Colourists) and Chartered Colourist from Society of Dyers & Colourists (SDC) 	<ul style="list-style-type: none"> Retired Scientist M. Sc. From Institute of Chemical Technology, Maharashtra.
Date of first appointment on the Board	30th May, 2018	09th May, 2023	18th May, 2023
Number of shares held in the Company	Nil	Nil	Nil
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	No Relations	No Relations	No Relations
No. of Board Meetings attended during the financial year (FY 2022-23) till	04	NA	NA

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the date of postal ballot notice			
Directorships held in other companies including the Company as on the date of the Postal Ballot Notice	Nil	Nil	Nil
Name of listed entities from which the person has resigned in the past three years as Director	Nil	Nil	Nil
Membership / Chairmanship of Committees of other Boards as on date of the Postal Ballot Notice	Nil	Nil	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. All 3 Directors proposed to be 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	The Board of Directors of the Company has evaluated the performance of Mr. Satish M. Chitale on the basis of his attendance at the meetings of Board and Committees, listening views of others, active participation in meetings, rendering of independent and unbiased opinions, giving of positive	NA	NA

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	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 such as below expectation, meet expectation and exceed expectation. The performance evaluation of Mr. Satish M. Chitale was satisfactory to the Board.		
Terms and conditions of appointment & Remuneration	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.
Remuneration last drawn (sitting fees paid for FY 2022-23)	178,000	NA	NA
