



NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended)

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 and other applicable provisions of the Act and the Rules, General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and latest one being General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively ‘**MCA Circulars**’) and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard and latest one being SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, issued by the Securities and Exchange Board of India (collectively ‘**SEBI Circulars**’) and in compliance with the provisions of the Companies Act, 2013 (“**the Act**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), to seek your consent for the resolutions as set out hereunder and proposed to be passed through postal ballot (“**Postal Ballot**”) by way of remote electronic voting (“**e-voting**”) Process.

Pursuant to the Rule 22 (5) of the Rules, the Board of Directors, through Board Resolution passed on 12th November, 2024, has approved the appointment of Mr. Vijay Yadav (Mem. No. FCS11990), Practicing Company Secretary, (Certificate of Practice No: 16806) 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 **Wednesday, January 15, 2025 at 09:00 a.m. Hours IST** and end on **Thursday, February 13, 2025 at 05:00 p.m. Hours IST**, post that it will be strictly considered that no vote has been received from the shareholder. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on **Friday, January 10, 2025**, may cast their vote electronically.



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 **Monday, February 17, 2025** and will be communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), 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 from shareholders through Postal Ballot:

ITEM NO. 1 - To approve increase in borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to section 180(1)(c) of the companies act 2013 and all other applicable provision, if any, of the companies act 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sums of money from time to time at its discretion, in the ordinary course of the business of the Company, from its Members, Directors or relative of Directors, any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount of Rs. 1000 crores (Rupees One thousand Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalising the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution.”



ITEM NO. 2: To approve the increase in existing limits of the Company under section 180(1)(a) of the Companies Act, 2013, i.e to sell, creation of mortgage or charge on the assets, properties or undertaking(s) of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment(s) or modification(s) thereof and pursuant to the provisions of the Articles of Association of the Company, and in supersession of all the earlier resolutions, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company or subsidiary(ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the securities/charges to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid and filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution”



ITEM NO. 3: To approve transactions under Section 185 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 and any other applicable provisions, if any of the Act, or any amendment(s) or modification(s) thereof and pursuant to the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to advance or give loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested or deemed to be interested as specified under section 185 of the Companies Act, 2013. (collectively referred to as the "Entities"), of an aggregate outstanding amount not exceeding Rs. 1000 crores (Rupees One Thousand Crores only), in their absolute discretion that the board deems beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Advances/ Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

ITEM NO. 4: -To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the companies’ act, 2013:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies act and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to be and is hereby accorded to increase the limit from Rs. 500 crores (Rupees Five Hundred Crores only) to Rs. 1000 crores (Rupees One Thousand Crores only) to:

**ISO
CERTIFIED
9001:2015**

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**



- To give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate
- To give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate.
- To acquire by way of subscription, purchase or otherwise the securities of any other body corporate

from time to time in one or more tranches in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 1000 Crores (Rupees One Thousand Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of Board of Directors be and is hereby accorded to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be provided in the Act, deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including filing of necessary forms, returns, applications and submissions under the Act to give effect to 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/-
Vijay Palkar
Managing Director & CEO
DIN: 00136027

Date: 12th November, 2024
Place: Dombivli, Thane



Notes:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the companies Act 2013 (“the Act”) read with the Rule 22 of Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standard-2 on General Meetings and 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
2. In accordance with the provisions of the Act, read with the Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on **Friday, January 10, 2025.**

Members may note that this Postal Ballot notice will also be available on the website of the Company at www.indoaminesltd.com, website of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com.

Process for registration of e-mail address for obtaining Postal Ballot notice:

If your e-mail address is not registered with the Depositories (for shares held in demat form)/Company (for shares held in physical form), you may register the same to receive this Postal Ballot notice by completing the process as under:

- a) Visit the link <https://www.bigshareonline.com/InvestorRegistration.aspx>.
- b) Select the name of the Company ‘Indo Amines Limited’ from the drop down list.
- c) Enter the details in respective fields such as DP ID and Client ID (for shares held in demat form)/ folio no. and certificate no. (for shares held in physical form), Shareholder name, PAN, mobile no., and e-mail id.
- d) Click on the continue button.
- e) System will send One Time Password (‘OTP’) on the mobile no. and e-mail id.
- f) Click on verify OTP.
- g) Enter OTP received on mobile no. and e-mail id and click on submit.



After successful submission of the e-mail address, NSDL will e-mail you a copy of this Postal Ballot notice. In case of any queries, Members may write to investor@bigshareonline.com or evoting@nsdl.co.in.

3. Relevant documents referred to in this Postal Ballot notice and the Explanatory Statement pursuant to Section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on shares@indoaminesltd.com for inspection of the said documents.
4. The Board of Directors have appointed Mr. Vijay Yadav (Mem. No. FCSF11990), Partner of M/s. AVS & Associates, Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
5. In case of any queries, you may contact the Company at shares@indoaminesltd.com or at its Registered Office, alternatively you may contact the Registrar and Share Transfer Agent, Bigshare Services Private Limited at investor@bigshareonline.com or at the following address: Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093. Tel: 022-6263 8200.
6. **General information and instructions relating to e-voting are as under:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
 - ii. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on **Friday, January 10, 2025** ('cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut-off date should treat this Postal Ballot notice for information purpose only.
 - iii. Voting rights through e-voting cannot be exercised by a proxy.
 - iv. The remote e-voting period commences at **Wednesday, January 15, 2025, at 09:00 a.m. Hours IST** and end on **Thursday, February 13, 2025, at 05:00 p.m. Hours IST**. The remote e-voting module will be disabled by NSDL for voting thereafter. The detailed process for remote e-voting is given below in point (vii).
 - v. The Scrutinizer shall immediately after the conclusion of voting through remote e-voting, make a Scrutinizer's Report of the total votes cast in favour or against, if any,



and will submit his Report to the Chairman of the Company or any person authorised by him. The result of the voting by Postal Ballot will be announced on or before 5:00 p.m. IST on **Monday, February 17, 2025**.

The result shall be announced on the website of the BSE Limited and National Stock Exchange of India Limited, Stock Exchanges, where equity shares of the Company are listed. The results will also be disclosed on the Company's website at www.indoaminesltd.com and on the website of NSDL at www.evoting.nsdl.com.

- vi. Resolution passed by the Members by means of Postal Ballot will be deemed to have been passed at a General Meeting of the Members. The resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e., **Thursday, February 13, 2025**.
- vii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

- I. [Login method for e-voting for individual shareholders holding securities in demat mode:](#)

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on 'e-voting facility provided by Listed Companies', e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ Depository Participants ('DPs') in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile no. and e-mail id in their demat accounts in order to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	A. NSDL IDeAS facility: If you are already registered, follow the below steps: 1. 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.

2. Once the home page of e-Services is launched, click on the '**Beneficial Owner**' icon under '**Login**' which is available under '**IDeAS**' section.
3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services section.
4. Click on '**Access to e-voting**' appearing on the left-hand side under e-voting services and you will be able to see e-voting page.
5. Click on options available against Company name or **E-voting service provider - NSDL** and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.





If you are not registered, follow the below steps:

- a) Option to register is available at <https://eservices.nSDL.com>
- b) Select '**Register Online for IDeAS**' Portal or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- c) Please follow steps given in points 1-5

B. E-Voting website of NSDL:

1. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon '**Login**' which is available under '**Shareholder/Member**' section.
3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or **E-Voting Service Provider - NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-



	<p>voting period or joining virtual meeting & voting during the meeting.</p> <p>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('CDSL')</p>	<p>A. CDSL Easi/Easiest facility:</p> <p>If you have already registered, follow the below steps</p> <ol style="list-style-type: none">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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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, so that the user can visit the e-Voting service providers' website directly. <p>B. If you have not registered, follow the below steps:</p> <ol style="list-style-type: none">1. If the user is not registered for Easi/Easiest, option to register is available at CDSL website



	<p>www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>2. 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. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>C. E-voting website of CDSL:</p> <p>After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual shareholders (holding securities in demat mode) logging through their DPs</p>	<p>Login Method:</p> <ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or E-Voting Service Provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use the Forgot User ID and Forgot Password option available at respective websites.

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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

II. Login method for e-voting for shareholders, other than individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode

How to login to NSDL e-voting website?

1. 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 phone.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e., **IDeAS**, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e., cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****



c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132642 then user ID is _____***
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6. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- i. If your e-mail id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8-digit Client ID for NSDL account, last 8 digits of Beneficiary ID for CDSL account or folio no. for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. In case you have not registered your e-mail address with the Company/Depositories, please follow instructions mentioned below in this Postal Ballot notice.

7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio no., PAN, name and registered address.
- d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.



8. After entering your password, click on agree to 'Terms and Conditions' by selecting on the check box.
9. Now, you will have to click on 'Login' button.
10. After you click on the 'Login' button, home page of e-voting will open

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

- a) After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- b) Select "EVEN 132642" of the Company for which you wish to cast your vote during the remote e-voting period.
- c) Now you are ready for e-voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also Confirm' when prompted.
- e) Upon confirmation, the message 'Vote cast successfully' will be displayed and you will receive a confirmation by way of a SMS on your registered mobile no. from Depository.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose e-mail ids are not registered with the Depositories/Company for procuring User ID and Password for e-voting for the resolution set out in this Postal Ballot notice:

Shareholders/Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing below mentioned documents.

- a) Members whose shares are held in physical mode, are requested to provide folio no., name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).



- b) Members whose shares are held in demat mode, are requested to provide DP ID Client ID (16 digit DP ID + Client ID or 16-digit Beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at note no. 5(vii) 'Login method for e-voting for individual shareholders holding securities in demat mode'.

General Guidelines for Shareholders:

- a) Institutional Shareholders/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are requested to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-voting' tab on this screen or send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at vijay.yadav@avsassociates.co.in with a copy marked to evoting@nsdl.co.in.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.



EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102, 110 OF THE COMPANIES ACT, 2013 AND REGULATION 17 (11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 1 & 2

In order to conduct the business smoothly and meet working Capital requirements, the Board of Directors at their meeting held on 12th November, 2024, approved and recommended to the shareholders an increase in the existing borrowing limit from Rs. 500 Crores (Rupees Five Hundred Crores only) to Rs. 1000 Crores (Rupees One Thousand Crores only), under the provisions of Section 180(1) (c) of the Companies Act, 2013 (the "Act"). The Board has also approved an increase in the existing limit for creating charges, such as mortgages, pledges, hypothecations, or other security interests on movable or immovable assets and properties of the Company. This increase, from Rs. 500 Crores (Rupees Five Hundred Crores only) to Rs. 1000 Crores (Rupees One Thousand Crores Only), is intended to secure borrowings of the Company as required under Section 180(1)(a) of the Companies Act, 2013.

Hence, it is proposed to seek shareholder's approval for:

1. Increasing the overall borrowing limit u/s 180 (1)(c) upto Rs. 1000 crores
2. Increasing the limit for creating charge on the Company's assets to secure borrowings, up to Rs. 1000 Crores, under Section 180(1)(a) of the Companies Act, 2013

None of the directors or key managerial personnel of the Company or their relatives, are in anyway concerned or interested in the proposed resolution as set out in the Notice.

The Board of Directors recommends the resolution set out at Item nos. 1 & 2 of this Notice for your approval as Special Resolutions.

ITEM NO. 3

The Company may be required to provide financial support to meet the business requirements of its Subsidiary Companies, Associates, Joint Ventures, group entities, or any other person in whom a Director of the Company is deemed to be interested (collectively referred to as the "Entities"). However, due to the restrictive provisions of Section 185 of the Companies Act, 2013 ("the Act"), the Company is currently unable to extend financial assistance in the form of loans or debt to such Entities.

The Board of Directors at their meeting held on 12th November, 2024, approved and recommended seeking the consent of the Members, by way of a Special Resolution pursuant to Section 185 of the Act, to make loans, provide financial assistance, or issue guarantees or securities in connection with loans taken or to be taken by the Entities. This assistance would be for their general business operations or working capital requirements, as needed, to support the expansion of their business activities and matters connected with or incidental to their principal business operations.



The Members are requested to note that the Board of Directors will carefully evaluate all proposals before providing any loan, guarantee, or security. Such financial assistance will be extended through funds sourced from internal resources, accruals, or any other appropriate sources, as deemed suitable, and solely for the principal business activities of the Entities.

None of the directors or key managerial personnel of the Company or their relatives are in anyway concerned or interested in the proposed resolution as set out in the Notice.

The Board of Directors recommends the resolution set out at Item no. 3 of this Notice for your approval as a Special Resolution.

ITEM NO. 4

The Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

To optimize the use of the funds available with the Company and achieve its long-term strategic and business objectives, the Board of Directors, in their meeting held on 12th November 2024, approved and recommended to the shareholders an increase in the existing limit from Rs. 500 Crores (Rupees Five Hundred Crores only) to Rs. 1000 Crores (Rupees One Thousand Crores only), under Section 186 of the Act, to utilize these funds by investing in securities of other corporate entities, granting loans, providing guarantees, or offering security to other individuals or corporate entities, as and when required.

None of the directors or key managerial personnel of the Company or their relatives are in anyway concerned or interested in the proposed resolution as set out in the Notice.

The above proposal is in the interest of the Company and the Board of Directors recommends the resolution set out at Item no. 4 of this Notice for your approval as a Special Resolution.

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

Date: 12/11/2024
Place: Dombivli, Thane

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

SD/-
Vijay Palkar
Managing Director & CEO
DIN:00136027