

**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](mailto:shares@indoaminesltd.com)  
**Website** : [www.indoaminesltd.com](http://www.indoaminesltd.com)  
**CIN:** L99999MH1992PLC070022

**INDO  
AMINES  
LIMITED**



## 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 resolution 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 resolution 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, in their meeting held on 22<sup>nd</sup> May, 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, 31<sup>st</sup> July, 2024, at 09:00 a.m Hours IST** and end on **Thursday, 29<sup>th</sup> August, 2024, 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, 26<sup>th</sup> July, 2024, may cast their vote electronically.

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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 Monday, 02<sup>nd</sup> September, 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](http://www.indoaminesltd.com)

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

#### **Item No. 1 –Appointment of Mr. Saji Jose (DIN: 10650311) as an Whole-Time Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification (s) or re-enactment thereof for the time being in force, Mr. Saji Jose, (DIN:10650311), who was appointed as an Additional Director (categorised as Whole-Time Director) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing General Meeting of the Company, notice in writing received from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Whole Time Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Sections 196, 197, 198, 203 of the Act and other applicable provisions, if any, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Rules’) and Regulation 17 and other applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulation’) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee, and approval by the Board of Directors and subject to such approvals, consents, permissions and sanctions, as may be required, Mr. Saji Jose, (DIN:10650311), be and is hereby appointed as the Whole-time Director of the Company, for a term of three consecutive years commencing from June 01, 2024 to May 31, 2027, liable to retire by rotation on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice, notwithstanding the fact that in any financial year the Company’s profits made are inadequate.

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**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as Minimum Remuneration to Mr. Saji Jose (DIN:10650311), for his entire term subject to such other approvals as may be necessary.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, during the tenure of Mr. Saji Jose the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, modify or change the aforementioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out in the Explanatory Statement annexed to the Notice.

**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:** 22<sup>nd</sup> May, 2024  
**Place:** Dombivli, Thane



**Notes:**

1. The Explanatory Statement pursuant to Section 110 and 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
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, 26<sup>th</sup> July, 2024**.

Members may note that this Postal Ballot notice will also be available on the website of the Company at [www.indoaminesltd.com](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of NSDL at [www.evotingindia.com](http://www.evotingindia.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](mailto:investor@bigshareonline.com) or [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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](mailto: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, 26<sup>th</sup> July, 2024** ('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 31<sup>st</sup> July, 2024 at 09:00 a.m. Hours IST** and end on **Thursday 29<sup>th</sup> August, 2024 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 **Tuesday, 02<sup>nd</sup> September, 2024**.

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](http://www.indoaminesltd.com) and on the website of NSDL at [www.evoting.nsdl.com](http://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 29<sup>th</sup> August, 2024.**
- 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 December 9, 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	<p><b>A. NSDL IDeAS facility:</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"><li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li><li>2. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li><li>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.</li><li>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.</li></ol>



	<p>5. Click on options available against Company name or <b>E-voting service provider - NSDL</b> 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 &amp; voting during the meeting.</p> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"><li>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>Select '<b>Register Online for IDeAS</b>' Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Please follow steps given in points 1-5</li></ol> <p><b>B. E-Voting website of NSDL:</b></p> <ol style="list-style-type: none"><li>Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile phone.</li><li>Once the home page of e-voting system is launched, click on the icon '<b>Login</b>' which is available under '<b>Shareholder/Member</b>' section.</li><li>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.</li><li>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 <b>E-Voting Service Provider - NSDL</b> 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 &amp; voting during the meeting.</li></ol> <p><b>C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience</b></p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> App Store       Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders	A. Users who have opted for CDSL Easi/ Easiest facility:



<p><b>holding securities in Demat mode with CDSL</b></p>	<p><b>If you have already registered, follow the below steps</b></p> <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> </ol> <p><b>B. If you have not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="https://web.cdslindia.com">https://web.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account</li> </ol> <p><b>C. E-voting website of CDSL:</b></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><b>Individual shareholders</b></p>	<p><b>Login Method:</b></p>





<b>(holding securities in demat mode) logging through their DPs</b>	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> </ol> <p>Click on company name or <b>E-Voting Service Provider i.e. NSDL</b> 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 &amp; voting during the meeting</p>
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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.

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

**I. 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 129534 then user ID is _____***

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](mailto: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](http://www.evoting.nsdl.com).
  - b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 129534" 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](mailto: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](mailto:vijay.yadav@avsassociates.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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

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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](mailto:shares@indoaminesltd.com)  
**Website** : [www.indoaminesltd.com](http://www.indoaminesltd.com)  
**CIN:** L99999MH1992PLC070022

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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](http://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](http://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](mailto:evoting@nsdl.co.in).



**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 Resolution of the accompanying Notice.

**ITEM NO: 1**

The Board of Directors (“the Board”), based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Saji Jose (DIN: 10650311) as an Additional Director (categorized as Whole-Time Director). His appointment will be for a term of three years, from June 01, 2024, to May 31, 2027, subject to approval from shareholders.

Mr. Saji Jose brings 27 years of valuable experience, including extensive expertise in the Pharma industry. He holds a B.Sc. in Chemistry with First Class honors and a Post Graduate Diploma in Computer Application. For the past 12 years, he has been serving as a Manager (QA-Technical Service) at Indo Amines Limited. His knowledge of the relevant laws, acts, and regulations applicable to the chemical industry is well-aligned with the Company's operations.

Further, Mr. Saji Jose is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and he has given his consent to act as Director along with confirmation that he is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Saji Jose as a Whole-Time Director, liable to retire by rotation.

Therefore, the Board proposes to appoint him as Whole-Time Director for a period of three years, from June 1, 2024, to May 31, 2027, subject to the terms and conditions, including remuneration, detailed below.

<b>Name</b>	Mr. Saji Jose
<b>Designation</b>	Whole-time Director
<b>Period</b>	from June 01, 2024 to May 31, 2027
<b>Remuneration</b>	Not exceeding Rs. 25,00,000/-

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013, the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

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**CIN:** L99999MH1992PLC070022

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A brief profile of Mr. Saji Jose, in terms of the Regulation 36 of the SEBI (LODR) Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been provided as Annexure to this Notice.

Except Mr. Saji Jose (being appointee), none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board of Directors recommends the passing of the above resolution as a **Special 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:**22<sup>nd</sup> May, 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**

<b>Name of the Director</b>	Mr. Saji Jose
<b>DIN</b>	10650311
<b>Date of Birth &amp; Age</b>	<b>DOB:</b> May 15, 1973 <b>Age:</b> 51 Years
<b>Date of first appointment on the Board</b>	01 <sup>st</sup> June, 2024
<b>Category</b>	Executive, Whole-Time Director
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• Bachelor in Science, Chemistry</li> <li>• Post Graduate Diploma in Computer Application</li> </ul>
<b>Work Experience in functional area</b>	<p>Mr. Saji Jose joined Indo Amines in the year 2003 as QA Manager. His job profile includes maintenance of quality of raw material and finished goods, lab and plant records as per ISO standards, testing of machines, planning and conduct of internal audits, MIS report, Development of Cleaning Agents, Acid Thickener, Antistripping agents, etc.</p> <p>Mr. Saji Jose all together holds an experience of 27 years and more in varied industries in Chemical related field.</p>
<b>Terms and conditions of appointment &amp; Remuneration</b>	As per the resolution set out in this Notice read with the Explanatory Statement thereto.
<b>Number of shares held in the Company (including shareholding as a beneficial owner)</b>	Nil
<b>Relationship with other Director, Manager and other Key Managerial Personnel of the Company</b>	No Relations
<b>No. of Board Meetings attended during the financial year (FY 2024-25) till the date of postal ballot notice</b>	Nil
<b>Directorships held in other companies including the Company as on the date of the Postal Ballot Notice</b>	Nil
<b>Name of listed entities from which the person has resigned in the past three years as Director</b>	Nil
<b>Membership/ Chairmanship</b>	Nil





of Committees of other Boards as on date of the Postal Ballot Notice	
Remuneration proposed	Not exceeding more than Rs. 30,00,000/-

**Disclosure as required under schedule V of the Companies Act, 2013 is given as under:**

**I. General Information:**

Nature of industry	Manufacturer of Fine, Specialty & Performance Chemicals.
Date or expected date of commencement of commercial production:	The Company is in commercial production since 1993.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

**Standalone financial Performance:**

(Rupees in lakhs)

Particulars	F.Y. 2021-22	F.Y. 2022-23	F.Y. 2023-24
Total Income from Operations (Net)	78,018.43	92,206.18	94,043.13
Total Expenses	75,527.92	87,307.68	88,100.92
Profit/Loss Before Tax	3,518.35	5,261.13	59,33.21
Profit/Loss After Tax	2,490.97	3,799.12	4,433.28

**Consolidated financial Performance:**

(Rupees in lakhs)

Particulars	F.Y. 2021-22	F.Y. 2022-23	F.Y. 2023-24
Total Income from Operations (Net)	78,603.72	94,500.75	95,978.33
Total Expenses	76,187.87	89,245.08	90,172.56
Profit/Loss Before Tax	3,451.49	5,678.98	5,805.78
Profit/Loss After Tax	2313.50	4,087.56	4,281.30



Foreign investments or collaborations, if any: There is no direct foreign investment in the Company except to the extent shares held by Non-Resident acquired through secondary market. There is no foreign collaboration in the Company.

II. Information about the appointee:

Particulars	Mr. Saji Jose
Background details	Mr. Saji Jose holds previous experience of 27 years or more in varied industries in Chemical related field.
Remuneration / sitting fees received in FY 2023-24 (Rupees in Lakhs) including Sitting Fees	NA
Recognition or awards	-
Job profile and his suitability	Mr. Saji Jose shall be responsible for the day today operation and managing the affairs of the Company under the Superintendence, guidance and control of the Board.
Remuneration proposed	As mentioned in Notice
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<b>Pecuniary relationship:</b> None other than remuneration mentioned in explanatory statement except Sitting fees for attaining Board and /or committee meetings. <b>Relationship with the managerial personnel:</b> Nil

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