

15TH

ANNUAL REPORT

2007 - 2008



INDO AMINES LIMITED

REGD. OFFICE : W-38/39, PHASE II,
M.I.D.C., DOMBIVLI (EAST),
DIST. THANE. PIN - 421 204.

**BOARD OF DIRECTORS**

Mrs. BHARATI V. PALKAR	:	CHAIRPERSON (PROMOTER)
Mr. VIJAY B. PALKAR	:	MANAGING DIRECTOR (PROMOTER)
Mr. KIRIT H. SHAH	:	WHOLE TIME DIRECTOR (PROMOTER)
Mr. RAHUL V. PALKAR	:	EXECUTIVE DIRECTOR (PROMOTER)
Mr. N. G. MANE	:	EXECUTIVE DIRECTOR
Mr. MILIND P. PATIL	:	EXECUTIVE DIRECTOR
Mr. R.RAGHAVENDRA RAVI	:	INDEPENDENT NON EXECUTIVE DIRECTOR
Mr. SURESH IYER	:	INDEPENDENT NON EXECUTIVE DIRECTOR
Dr. J. H. SHAH	:	INDEPENDENT NON EXECUTIVE DIRECTOR
Mr. DHAWAL J. VORA	:	INDEPENDENT NON EXECUTIVE DIRECTOR
Mrs. ASHWINI R. PALKAR	:	CHIEF FINANCIAL OFFICER

AUDITORS

Kulkarni and Khanolkar, Chartered Accountants, Mumbai.

CORPORATE GOVERNANCE REPORT

HS Associates, Company Secretaries, Mumbai.

BANKERS

State Bank of India, Dadar Commercial Branch, Mumbai.
State Bank of India, Alkapuri, Baroda.

REGISTERED OFFICE

W-38/39, MIDC, Phase-II, Dombivli (E), Dist. Thane – 421 204.

REGISTRAR & SHARE TRANSFER AGENTS**BIGSHARE SERVICES PVT. LTD.**

E/2, Ansa Industrial Estate,

Sakivihar Road, Sakinaka,

Andheri (E), Mumbai - 400 072.

Tel. No.: 91-22-28470652 Fax No. : 91-22-28475207 Email : info@bigshareonline.com / www.bigshareonline.com

MANUFACTURING FACILITIES AT

1. W-37/38/39, Phase II, MIDC, Dombivli (E), Dist. Thane - 421 204.
2. Survey No. 1723, Tundav, Taluka Savli, Baroda, Gujarat.
3. W-265/266A, M.I.D.C., T.T.C., Industrial Area, Thane Belapur Road , Navi Mumbai - 400 701.

SHARES LISTED AT;

The Stock Exchanges	-	Mumbai
	-	Ahmedabad
	-	Calcutta

Contents	Page No.
Notice	3
Directors' Report	10
Corporate Governance Report	14
Management Discussion and Analysis Report	21
Auditors' Report	24
Balance Sheet	26
Profit & Loss Account	27
Schedules	28
Cash Flow Statement	38
Consolidated Balance Sheet	48
Consolidated Profit & Loss Account	49
Attendance Slip & Proxy Form	51

15th ANNUAL GENERAL MEETING

Date : 22nd September, 2008
Day : Monday
Time : 11.00 A.M
Place : C.K.P Hall, Ram Ganesh Gadkari Path,
Near Karwa Hospital, Dombivli (E),
Dist.: Thane - 421 201.



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDO AMINES LIMITED WILL BE HELD ON MONDAY 22ND SEPTEMBER, 2008 AT 11.00 A.M AT C.K.P HALL, RAM GANESH GADKARI PATH, NEAR KARWA HOSPITAL, DOMBIVLI (E), DIST. THANE - 421 201 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts for the year ended 31st March, 2008 along with notes and schedules thereon as on that date and the reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Bharati Palkar, Director of the company who retires by rotation & being eligible offers herself for re-appointment.
3. To appoint a Director in place of Dr. J. H. Shah, Director of the company who retires by rotation & being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. R. Raghavendra Ravi, Director of the company who retires by rotation & being eligible offers himself for re-appointment.
5. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.
"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as "the said Act") the consent of the Company is hereby accorded to the re-appointment of Mr. Vijay Palkar as a Managing Director of the Company for a period of 5 (Five) years with effect from **1st April, 2008** on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mr. Vijay Palkar, a draft whereof is placed before this meeting, with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms of the said appointment and/or remuneration and/or agreement.
RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to the Managing Director by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Managing Director shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.
RESOLVED FURTHER THAT Board is also authorised to vary, revise the said remuneration of the Managing Director from time to time within the limits of Schedule XIII, of the Companies Act, 1956.
RESOLVED FURTHER THAT the Board is hereby authorized to take all such steps as may be necessary, proper or expedient, to give effect to this resolution."
7. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.
"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as "the said Act") the consent of the Company is hereby accorded to the re-appointment of Mr. Kirit Shah as a Whole Time Director of the Company for a period of 5 (Five) years with effect from **1st April, 2008** on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mr. Kirit Shah, a draft whereof is placed before this meeting, with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms of the said appointment and/or remuneration and/or agreement.
RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to the Whole Time Director by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Whole Time Director shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.
RESOLVED FURTHER THAT Board is also authorised to vary, revise the said remuneration of the Whole Time Director from time to time within the limits of Schedule XIII, of the Companies Act, 1956.
RESOLVED FURTHER THAT the Board is hereby authorized to take all such steps as may be necessary, proper or expedient, to give effect to this resolution."
8. To consider and if thought fit to pass, with or without modification, the following resolution as an **Ordinary resolution**.
"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as "the said Act") the consent of the Company is hereby accorded to the re-appointment of Mr. Rahul Palkar as an Executive Director of the Company for a period of 5 (Five) years with effect from **1st April, 2008** on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mr. Rahul Palkar, a draft whereof is placed before this meeting, with liberty to the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms of the said appointment and/or remuneration and/or agreement.



RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to the Executive Director by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Executive Director shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

RESOLVED FURTHER THAT Board is also authorised to vary, revise the said remuneration of the Executive Director from time to time within the limits of Schedule XIII, of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board is hereby authorized to take all such steps as may be necessary, proper or expedient, to give effect to this resolution.”

9. To consider and if thought fit to pass, with or without modification, the following resolution as an **Special resolution**;
“**RESOLVED THAT** the Company hereby accords its consent and approval under section 314(1) (b) and other applicable provisions (if any) of the Companies Act, 1956, to Mrs. Ashwini Palkar, a wife of Mr. Rahul Palkar, an Executive Director of the Company, who hold an office of profits under the company, for holding and continuing to hold an office or place of profit as a Chief Financial Officer (CFO) of the company under a contract of service in the scale of Rs. 45,000/- (Rupees Forty Five Thousand Only) together with the usual allowances and benefits, amenities and facilities including staff superannuation fund, retiring gratuity and provident fund benefits applicable to other employees occupying similar or posts within the same salary scale or grade.

“**RESOLVED FURTHER THAT** this resolution shall be deemed to confer the necessary authority to the Board of Directors to sanction at their discretion and with the approval of the Central Government, where necessary, increments within the grade as they may deem fit and proper to promote her to any higher grade or grades at their discretion and in due course together with the allowances and benefit as may be applicable to the grade or grades as they may deem fit and proper”

BY ORDER OF THE BOARD
INDO AMINES LIMITED

DATE: 30th June, 2008
PLACE: Dombivli, Thane

MRS. BHARATI PALKAR
CHAIRPERSON

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
3. The Register of Members and Share Transfer Register shall remain closed from **Monday the 8th September, 2008 to Friday the 19th September, 2008** (both days inclusive).
4. Explanatory statements under section 173(2) of the Companies Act, 1956 in respect of the Special Business set above is annexed.
5. As measure of economy, copies of the Annual Reports and Accounts will not be distributed at the meeting. Members are therefore, requested to bring their copies at the meeting.
6. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts for admission to the meeting hall.
7. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
8. Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, additional information related to Directors recommended for appointment/re-appointment at the Annual General Meeting appears in the Directors' Report and Accounts.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Managing Director at least seven days before the date of the meeting, so that the information required may be made available at the Annual General Meeting.
10. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories, viz NSDL & CDSL, will be printed on the dividend warrants. Members are requested to inform the concerned Depository participants of any change in address, dividend mandate, etc.
11. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Share Transfer Agents to facilitate better service.
 - Any change in their address / mandate / Bank details.
 - Particulars of their Bank accounts in case the same have not been sent earlier and
 - Share certificate (s) held in multiple accounts in identical names and/or joint accounts in the same order of names for consolidation of such shareholdings into one account.



EXPLANATORY STATEMENT
As required by section 173(2) of the Companies Act, 1956

ITEM NO. 6:

As recommended by the Remuneration Committee and approved by the Board of Directors of the Company, at its meeting held on 29th March, 2008 Mr. Vijay Palkar was re-appointed as a Managing Director of the Company for a period of 5 (Five) years with effect from **1st April, 2008** the remuneration to Mr. Vijay Palkar inter alia, includes the payment of salary, perquisites and benefits and is subject to the approval of the members.

1.	Name of the Director	Mr. Vijay Palkar
2.	Age	58
3.	Qualification	B.Sc., B.Tech
4.	Experience	35 years
5.	Number of directorship in other Public companies	1
6.	Shareholding	5,69,482 No. of Equity Shares

Mr. Vijay Palkar will serve as a Managing Director on the Board of the Company from 1st April, 2008.

The terms & conditions proposed to be entered into by the Company with Mr. Vijay Palkar, in respect of his re-appointment, inter alia, contains the following terms and conditions:

MAJOR TERMS OF REMUNERATION OF MR. VIJAY PALKAR, MANAGING DIRECTOR:

I) TERMS & CONDITIONS:

1. Name & Designation of Director. : **Mr. Vijay Palkar - Managing Director**
2. Date of Appointment : **Re-appointment w.e.f. 1st April, 2008.**
3. Period : **5 (Five) years.**
4. Salary (p.m) : **Rs.78,650/-p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act.**
5. Minimum Remuneration : **In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Vijay Palkar by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Mr. Vijay Palkar shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.**

II) PERQUISITES:

Mr. Vijay Palkar as a Managing Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a) Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity** : as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c) **Children's education allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.
- d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.
- e) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.



- III) Salary and perquisites specified herein shall be payable to the Managing Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.
- IV) The Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.
- V) The Managing Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.
- VI) The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956, or any amendment hereafter in that regard.

None of the Directors of the Company, except Mr. Rahul Palkar and Mrs. Bharati Palkar and Mr. Vijay Palkar himself are considered to be interested or concerned in this resolution.

These terms & conditions of appointment may be treated as abstracts between the Company & Mr. Vijay Palkar, Managing Director pursuant to section 302 of the Companies Act, 1956.

The Copy of the Draft agreement is open for inspection during office hours 10.00 a.m. to 12 noon till the date of Annual General Meeting.

ITEM NO. 7 :

As recommended by the Remuneration Committee and approved by the Board of Directors of the Company, at its meeting held on 29th March, 2008 Mr. Kirit Shah was re-appointed as a Whole Time Director of the Company for a period of 5 (Five) years with effect from 1st April, 2008 the remuneration to Mr. Kirit Shah inter alia, includes the payment of salary, perquisites and benefits and is subject to the approval of the members.

1.	Name of the director	Mr. Kirit Shah
2.	Age	60 years
3.	Qualification	B.Com
4.	Experience	37 years
5.	Number of directorship in other companies	NIL
6.	Shareholding	73,647 No. of Equity Shares

Mr. Kirit Shah will serve as Whole Time Director on the Board of the Company from 1st April, 2008.

The terms & conditions proposed to be entered into by the Company with Mr. Kirit Shah, in respect of his re-appointment, inter alia, contains the following terms and conditions:

MAJOR TERMS OF REMUNERATION OF MR. KIRIT SHAH, WHOLE TIME DIRECTOR:

I) TERMS & CONDITIONS:

- | | | |
|------------------------------------|---|---|
| 1. Name & Designation of Director. | : | Mr. Kirit Shah - Whole Time Director |
| 2. Date of Appointment | : | Re-appointment w.e.f. 1st April, 2008. |
| 3. Period | : | 5 (Five) years. |
| 4. Salary (p.m) | : | Rs. 72,600/-p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act. |
| 5. Minimum Remuneration | : | In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Kirit Shah by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Mr. Kirit Shah shall be the maximum amount permitted as per Schedule XIII, as amended from time to time. |

II) PERQUISITES:

Mr. Kirit Shah as a Whole Time Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity:** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.



- c) **Children’s education allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.
 - d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.
 - e) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.
- III) Salary and perquisites specified herein shall be payable to the Whole Time Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.
- IV) The Whole Time Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.
- V) The Whole Time Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.
- VI) The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956, or any amendment hereafter in that regard.

None of the Directors of the Company, except Mr. Kirit Shah is considered to be interested or concerned in this resolution.

These terms & conditions of appointment may be treated as abstracts between the Company & Mr. Kirit Shah, Whole Time Director pursuant to section 302 of the Companies Act, 1956.

The Copy of the Draft agreement is open for inspection during office hours 10.00 a.m. to 12 noon till the date of Annual General Meeting.

ITEM NO. 8:

As recommended by the Remuneration Committee and approved by the Board of Directors of the Company, at its meeting held on 29th March, 2008 Mr. Rahul Palkar was re-appointed as a Executive Director of the Company for a period of 5 (Five) years with effect from 1st April, 2008 the remuneration to Mr. Rahul Palkar inter alia, includes the payment of salary, perquisites and benefits and is subject to the approval of the members.

1.	Name of the Director	Mr. Rahul Palkar
2.	Age	29 years
3.	Qualification	B.Sc., M.Sc.
4.	Experience	6 Years.
5.	Number of directorship in other companies	1
6.	Shareholding	1,09,409 No. of Equity Shares

Mr. Rahul Palkar will serve as an Executive Director on the Board of the Company from 1st April, 2008.

The terms & conditions proposed to be entered into by the Company with Mr. Rahul Palkar, in respect of his re-appointment, inter alia, contains the following terms and conditions:

MAJOR TERMS OF REMUNERATION OF MR. RAHUL PALKAR, EXECUTIVE DIRECTOR:

I) TERMS & CONDITIONS:

- 1. Name & Designation of Director. : **Mr. Rahul Palkar - Executive Director**
- 2. Date of Appointment : **Re-appointment w.e.f. 1st April, 2008.**
- 3. Period : **5 (Five) years.**
- 4. Salary (p.m) : **Rs. 60,500/-p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act.**
- 5. Minimum Remuneration : **In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Rahul Palkar by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Mr. Rahul Palkar shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.**



II) PERQUISITES:

Mr. Rahul Palkar as a Executive Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a) Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity:** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c) **Children's education allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.
- d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.
- e) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

III) Salary and perquisites specified herein shall be payable to the Executive Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

IV) The Executive Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

V) The Executive Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

VI) The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII the Companies Act, 1956, or any amendment hereafter in that regard.

None of the Directors of the Company, except Mr. Vijay Palkar and Mrs. Bharati Palkar and Mr. Rahul Palkar himself are considered to be interested or concerned in this resolution.

These Terms & Conditions of appointment may be treated as abstracts between the Company & Mr. Rahul Palkar, Executive Director pursuant to section 302 of the Companies Act, 1956.

The Copy of the Draft agreement is open for inspection during office hours 10.00 a.m. to 12 noon till the date of Annual General Meeting.

ITEM NO. 9 :

Mr. Ashwini Palkar, was appointed as Chief Financial Officer (C.F.O) of the Company w.e.f. 3rd October, 2006 in the Board meeting held on 30th October, 2006 on a remuneration of Rs.15,000/-.

Being a Chief Financial Officer (CFO) and considering the pivotal role played by her in the finance and accounts functions the Board purpose to review her remuneration to Rs. 45,000/- w.e.f. **1st April, 2008**. Mrs. Ashwini Palkar is B.Com.



Pursuant to Section 314(1) (b) of the Companies Act, 1956, a special resolution requires for enabling any relative of a Director of the Company to hold any office or place of profit under the Company exceeding Rs. 20,000/- per month. Mrs. Ashwini Palkar appointed as Chief Financial Officer dt 3rd October, 2006 on a monthly salary of Rs. 15,000/- which increase to Rs. 19,167/- with usual benefits / perquisites, is wife of Mr. Rahul Palkar, an Executive Director of the Company. Accordingly in terms of section 314(B) of the Act, the members are requested to grant their consent to Mrs. Ashwini Palkar for holding and continuing to hold and office or place of profit by the aforesaid resolution. The members are also requested to authorize the Board to sanction in due course promotion of Mrs. Ashwini Palkar to the next higher grade or grades together with the usual allowances and benefits.

None of the Directors of the Company, except Mr. Vijay Palkar and Mrs. Bharati Palkar and Mr. Rahul Palkar himself are considered to be interested or concerned in this resolution and are also interested in the resolution about variation of managerial remuneration of Mr. Vijay Palkar & Mr. Rahul Palkar.

BY ORDER OF THE BOARD
INDO AMINES LIMITED

DATE: 30th June, 2008
PLACE: Dombivli, Thane

MRS. BHARATI V. PALKAR
CHAIRPERSON

**DIRECTORS' REPORT:**

To,
The Members,
INDO AMINES LIMITED

Your Directors have great pleasure in presenting **15th ANNUAL REPORT** along with the Audited Balance Sheet and Profit and Loss Account, for the year ended 31st March, 2008.

1. FINANCIAL RESULTS:**(Rs. in Lacs)**

Particulars	Financial Year ended	
	2008	2007
Total Income	9659.74	7623.76
Depreciation	228.81	180.39
Profit before tax	335.18	215.71
Provision for taxation/Deffered Tax Assets & Liabilities	115.68	77.78
Appropriation:		
Profit after tax	219.50	137.93
Balance of profit b/f	121.80	83.87
Amount available for appropriation	341.30	221.80
Transfer to:		
General reserve	100.00	100.00
Provision for deferred tax Assets/(Liabilities) Goodwill	—	—
Balance carried to Balance sheet	241.30	121.80

2. OPERATIONS:

The turnover of the Company for the Financial year 2007-08 was Rs.9659.74 (in lacs) compared to last year of Rs.7623.76 (in lacs) increase of almost 27% in comparison to last year.

Company has made a Profit Before Tax of Rs. 335.18 (in Lacs) almost a jump of 55% compare to last year Rs. 215.71 (in Lacs). This substantial jump in profit is due to increase in sales and also cost control methods. As predicted by the management the improvement in world market scenario, led to the growth in demand for our sales. The cost control efforts started by the management during the last few years have started showing positive yields in the form of improved bottom line. The management was able to show such good performance even under pressure on margins due to rising raw material cost, increasing fuel cost, rupee appreciation and competitive condition.

3. DIVIDEND:

The Board of Directors does not recommend any dividend for the year.

4. DEPOSITS:

Your Company did not accept any deposits from the public during the current year.

5. DIRECTORS:

During the year Mrs. Bharati Palkar, Mr. Raghavendra Ravi and Dr. J. H. Shah, Directors of the Company are retiring by rotation & being eligible offers themselves for re-appointment. You are requested to re-appoint them.

Mr. Vijay Palkar, Mr. Kirit Shah, Mr. Rahul Palkar were re-appointed as Managing Director, Whole Time Director and Executive Director respectively for a period of 5 years commencing from 1st April, 2008.

Managerial Remuneration of Mr. Vijay Palkar - Managing Director, Mr. Rahul V. Palkar - Executive Director, Mr. Kirit Shah – Whole Time Director, Mr. N. G. Mane - Executive Director & Mr. Milind Patil - Executive Director was revised w.e.f. 1st May, 2008.

6. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of section 212 of the Companies Act, 1956 is not applicable.



7. CORPORATE GOVERNANCE CODE:

The Board had implemented Corporate Governance Code in pursuance of clause 49 of Listing Agreement during the year. The report on Corporate Governance is annexed hereto forming part of this report. The requisite certificate from HS Associates, Company Secretaries, on implementation of requirements of the Corporate Governance is also annexed herewith forming part of this report.

8. AUDITOR & AUDITORS' REPORT:

As regards Item No.4 (vi) of the Auditors' Report, the Company has violated the said provisions and will ensure that no further violation will happen in the future.

As regards to item no. VII of Para 3, the Company will appoint independent internal auditor who have exposure in auditing practices and the Management is in a process of developing the system to further improve the internal audit of the Company.

M/s. Kulkarni & Khanolkar, Chartered Accountants, Mumbai, Statutory Auditors of your Company hold office till the conclusion of the coming Annual General Meeting. They have signified their willingness to accept re-appointment & have further confirmed their eligibility under Section 224(1-B) of the Companies Act, 1956. The significant Accounting policies & notes on Account are self explanatory hence no further explanations are required.

9. PREFERENTIAL ISSUE OF CONVERTIBLE WARRANTS:

As approved by the members in their Extra Ordinary General Meeting held on 18th September, 2007, the Company has issued and allotted 3,75,000 Fully Convertible Warrants (FCW) of the Company on 1st October, 2007 to Promoters Group Companies on Preferential Basis @ Rs. 13/- each. During the current Financial Year 2008-09, 3,75,000/- FCW's were converted into equal number of equity shares.

10. DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 217 (2AA) OF THE COMPANIES ACT, 1956:

The Board of Directors hereby confirms;

- i) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii) That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Annual Accounts on a going concern basis.

11. PARTICULARS OF EMPLOYEES:

No details as required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, are given, as there are no employees drawing remuneration in excess of the prescribed limits.

12. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 217(1) COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

A) CONSERVATION OF ENERGY: 31.03.2008

- a) energy conservation measures taken;
- b) additional investments and proposals, if any, being implemented for reduction of consumption of energy;
- c) impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods;
- d) total energy consumption and energy consumption per unit of production as per Form-A of the Annexure in respect of industries specified in the schedule thereto.



ANNEXURE

FORM-A

Form for disclosure of particulars with respect to conservation of energy.		
A. Power & Fuel consumption:	Current Year 2007-08	Previous year 2006-07
1. Electricity		
a) Purchase Units	21,77,915	22,19,120
Total Amount (in Rs.)	1,25,92,070	1,13,09,764
Rate/Unit (in Rs.)	5.78	5.10
b) Own Generation	NIL	NIL
(i) Through diesel generator		
Units	NIL	NIL
Units per ltr. of diesel oil	NIL	NIL
Cost / Unit	NIL	NIL
(ii) Through steam turbine generator		
Units	NIL	NIL
Units per ltr. of fuel oil/gas	NIL	NIL
Cost / Unit	NIL	NIL
2. Coal / Wood (specify quality and where used)		
Quantity (Tones)	25,35,110	21,60,801
Total Cost	44,27,966	26,45,697
Average Rate	1.75	1.22
3. Furnace Oil (LDO, Diesel, SKO, WO)		
Quantity (k/ltrs)	8,77,693	7,73,605
Total Amount	1,92,76,147	1,46,71,384
Average Rate	21.96	18.96
4. Other/Internal Generation (Please give details)		
Quantity	NIL	NIL
Total Cost	NIL	NIL
Rate / unit	NIL	NIL



B) TECHNOLOGY ABSORPTION:

Efforts made in technology absorption as per Form-B of the Annexure:

FORM-B
Form for Disclosure particulars with respect to absorption of technology.

Research and Development (R & D)

1. Specific areas in which R & D carried out by the Company,
The scope of activities covers process developments in chemicals & related process.
2. Benefits derived as a result of the above R & D.
 - Productivity and quantity improvements.
 - Improved process performance and better cost management.
 - Enhancement of safety and better environmental protection.
 - Develop new products in line with the requirements of the Industries.
3. Future plans of action.
Relevant R & D activity in the areas of business operations of the Company will continue with a view to adapt products and process to improve performance and better meet the industries demand.
4. Expenditure on R & D
Currently the expenditure on R & D is insignificant as compared to the size & nature of the Company.

Technology Absorption, Adaptation and Innovation.

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.
3. In case of imported technology imported during the last 5 years reckoned from the beginning of the financial year, following information may be furnished: **N.A**
 - (a) Technology imported.
 - (b) Year of import.
 - (c) Has technology been fully absorbed.
 - (d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.

C) FOREIGN EXCHANGE EARNINGS & OUTGO:

During the year under review the foreign exchange earnings and outgoings are as follows:

	2007-2008	2006-2007
a) Foreign Exchange Earnings	Rs. 44,53,92,394	Rs. 29,57,58,287
b) Foreign Exchange Outgo	Rs. 23,50,64,401	Rs. 20,44,35,332

13. ACKNOWLEDGEMENT:

Your Directors wish to thank our bankers, shareholders and the employees of the Company for the support and co-operation extended by them.

BY ORDER OF THE BOARD
INDO AMINES LIMITED

DATE: 30th June, 2008
PLACE: Dombivli, Thane

MRS. BHARATI V. PALKAR
CHAIRPERSON



CORPORATE GOVERNANCE REPORT

1. Company's philosophy:

Your Company is committed to the highest standards of Corporate Governance and has over the years practiced good Corporate Governance and is committed to provide value to all its stakeholders. The Company believes in conducting its affairs with diligence, transparency, accountability and responsibility with the highest legal and ethical standards.

Your Company has complied with the requirements of the Corporate Governance Code as disclosed here in below:

2. Board of Directors:

2.1 Election and terms of Office :

Mr. Vijay Palkar, Mr. Kirit Shah, Mr. Rahul Palkar were re-appointed as Managing Director, Whole Time Director and Executive Director respectively for a period of 5 years commencing from 1st April, 2008.

The following table gives the date of appointment /re-appointment of members of the Board of Directors during the year.

Name of Director	Date of last appointment/re-appointment
Mr. Dhawal Vora	29-09-2007
Mr. Suresh Iyer	29-09-2007
Mr. R. Raghavendra Ravi	29-09-2007

2.2 Details of Directors Seeking Appointment / Re-appointment at the Forthcoming Annual General Meeting (pursuant to clause 49 VI (IA) of the Listing Agreement).

Name of the Director	Mr. Vijay Palkar	Mr. Rahul Palkar	Mr. Kirit Shah
Age	58 Years	29 Years	60 Years
Qualification	B.Sc., B.Tech.	B.Sc., M.Sc.	B.Com.
Expertise in specific functional areas	He has vast knowledge of the Industry and is a consummate team player with an entrepreneurial flair	He has expertise in handling export marketing	He has rich and varied experience as well as financial expert.
Directorship in other Indian Public Companies & the membership of the committees of the Board.	One	One	Nil
Shareholding (Nos. of Equity Shares)	5,69,482	1,09,409	73,647

Name of the Director	Mrs. Bharati Palkar	Mr. R. Raghvendra Ravi	Dr. J. H. Shah
Age	54 Years	52 Years	61 Years
Qualification	B.Sc.	B.Sc.(Tech), P.G.D.M. (IIM-Ahmd)	PHD in Finance
Expertise in specific functional areas	She specializes in broad spectrum of Business Management	Expertise in Business Management	He has rich and vast experience in Finance and Corporate Laws
Directorship in other Indian Public Companies & the membership of the committees of the Board.	One	Nil	Nil
Shareholding (Nos. of Equity Shares)	6,90,892	Nil	Nil

The Board of the Company comprises of Ten Directors out of which 4 Directors are Promoter Directors. The Board consists of 4 Independent and 5 Executive Directors and the Chairperson is Non-Executive Promoter Director.

There is no nominee or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company except otherwise as mentioned elsewhere in this Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

The effectiveness of the decision-making of the Board is strengthened by its structure and procedures. The Board of your Company meets at regular intervals, with sufficient notice of the issues and the Agenda to be discussed and backed by the necessary information and material to enable the Directors to discharge their fiduciary responsibilities in an efficient manner. All the deliberations and decision concluded at each meeting are appropriately recorded and minuted. The draft minutes of each meeting are circulated to the members of the Board for their perusal and then finalized. Also as a good governance practice, all the information and data, relevant for the board to understand the business of the Company in general as well as the agenda items circulated to the Board are comprehensive in nature.

During the year there were in total 8 Board Meetings were held on 28/04/2007, 28/07/2007, 17/08/2007, 30/08/2007, 01/10/2007, 29/10/2007, 29/01/2008 & 29/03/2008. The time gap between the two meetings was not more than 4 months. All the detailed information required to be furnished to the Board was made available to them along with detailed Agenda notes.



Sr. No.	Name of Director	Category	No. of meetings Attended	Attendance at Last AGM	Attendance at E.G.M
1.	Mrs. Bharati V Palkar	CP	7	YES	YES
2.	Mr. Vijay B Palkar	MD	8	YES	YES
3.	Mr. Kirit H Shah	WTD	2	NO	YES
4.	Mr. Rahul V Palkar	ED	7	NO	YES
5.	Mr. N. G. Mane	ED	8	YES	YES
6.	Mr. Milind P Patil	ED	3	YES	NO
7.	Dr. J. H. Shah	IND	1	NO	NO
8.	Mr. Suresh Iyer	IND	8	NO	YES
9.	Mr. R. Raghavendra Ravi	IND	5	NO	NO
10.	Mr. Dhawal J. Vora	IND	8	YES	YES

- **CP** - Chairperson
- **MD** - Managing Director
- **WTD** - Whole Time Director
- **ED** - Executive Director
- **IND** - Independent Non Executive Director

3. Committees of the Board:

A. Audit Committee

The Audit committee reviews the financial accounts / policies, adequacy of internal control systems and interacts with the statutory auditors and internal auditors. The functional heads are invitees to the committee meetings. The committee reviews interim financial results, observations of the Statutory Auditors and follow-up reports of the management.

The present composition of the Audit Committee is as follows:

1. Dr. J. H. Shah - Chairman
2. Mr. Rahul Palkar - Member
3. Mr. R. Raghavendra Ravi - Member

THE ATTENDANCE AT THE AUDIT COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee meetings held	No. of Committee meetings attend.
Dr. J. H. Shah – Chairman and Independent Non Executive Director.	4	1
Mr. Rahul Palkar – Member and Executive Director.	4	4
Mr. R. Raghavendra Ravi – Member and Independent Non Executive Director.	4	4

During the year there were in total four Audit Committee Meetings were held on 28/04/2007, 28/07/2007, 29/10/2007 & 29/01/2008. The time gap between the two meetings was not more than 4 months.

Broad terms of reference of the Audit Committee are as per following:

- Approving and implementing the Audit procedures and techniques.
- Reviewing audit reports of both statutory and internal auditors with the management.
- Reviewing financial reporting systems, internal control systems and control procedures.
- Ensuring compliance with regulatory guidelines.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

**B. Remuneration Committee**

As per revised Clause 49 of the Listing Agreement, the remuneration committee was reconstituted w.e.f 27.12.2005 consisting of :

1. Mr. Suresh Iyer – Chairman
2. Dr. J. H. Shah - Member
3. Mr. R. Raghavendra Ravi - Member

During the year there were in one Remuneration Committee Meetings were held on 29.03.2008

Director	No. of Committee meetings held	No. of Committee meetings attend.
Mr. Suresh Iyer – Chairman and Executive Director.	1	1
Dr. J. H. Shah – Member and Independent Non Executive Director.	1	1
Mr. R. Raghavendra Ravi – Member and Independent Non Executive Director.	1	1

Details of Remuneration, Salary, and Fees paid to Directors for the year ended 31st March, 2008.

(Amount in Rupees)

Name	Salary	Commission	Perquisites	Retirement Benefits
Mrs. Bharati Palkar	Nil	3,72,369	Nil	Nil
Mr. Vijay Palkar	9,43,800	Nil	Nil	Nil
Mr. Kirit Shah	8,71,200	Nil	Nil	Nil
Mr. Rahul Palkar	7,26,000	Nil	Nil	Nil
Mr. N.G. Mane	4,50,600	Nil	Nil	Nil
Mr. Milind Patil	3,54,400	Nil	Nil	Nil

Disclosure on Remuneration of Directors

1. All element of remuneration package of individual directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. – NIL
2. Details of fixed component and performance linked incentives, along with the performance criteria – NIL
3. Service contracts, notice period, severance fees – NIL
4. Stock option details, if any – and whether issued at a discount as well as the period over which accrued and over which exercisable – NIL

Following is the list of Non-Executive Directors and their Shareholdings in the Company.

Sr. No.	Name of the Non-Executive Directors	Number of Equity Shares	Sitting fees	Non convertible Instruments
1.	Mrs. Bharati Palkar	6,90,892	12,000	Nil
2.	Mr. R. Raghavendra Ravi	Nil	12,000	Nil
3.	Dr. J. H. Shah.	Nil	3,000	Nil
4.	Mr. Dhawal Vora	Nil	12,000	Nil
5.	Mr. Suresh Iyer	Nil	9,000	Nil

During the year the Company paid commission of Rs. 3,72,369/- to Mrs. Bharati Palkar, Non Executive Chairperson for which shareholders approval was obtained in Annual General Meeting held on 4th December, 2006.

C. Shareholders/Investors Grievance Committee

The Composition of the Shareholder Grievance Committee formed under Clause of the listing agreement is as follows;

Following are the members of the committee :

- | | |
|-------------------------|----------------------|
| Dr. J.H. Shah | – Chairman |
| Mr. Rahul Palkar | – Member |
| Mr. R. Raghavendra Ravi | – Member |
| Mr. Vijay Palkar | – Compliance Officer |


The Shareholders Grievance Committee carries out the following functions:

- approves and monitors transfers, transmission, splits and consolidation of shares of the Company.
- reviews redressal of complaints from shareholders relating to transfer of shares, Non-receipt of Annual Reports and other grievances and
- reviews the compliances with various statutory and regulatory requirements.

During the year 41 complaints were received from Shareholders / Investors and the said complaints have been resolved to the satisfaction of the complainants. None of the investor's complaints were pending unresolved as on 31st March 2008.

During the year there were in total 4 Shareholders Grievance Committee Meetings were held on 28/04/2007, 28/07/2007, 29/10/2007 & 29/01/2008. The attendance at the Shareholders/ Investors Grievance Committee meeting was as under;

Director	No. of Committee meetings held	No. of Committee meetings attend.
Dr. J. H. Shah – Chairman and Independent Non Executive Director	4	1
Mr. Rahul Palkar – Member and Executive Director.	4	4
Mr. R. Raghavendra Ravi – Member and Independent Non Executive Director	4	4
Mr. Vijay Palkar – Compliance Officer.	4	4

The Name and address of Compliance officer is as per following:

Mr. Vijay Palkar – Compliance Officer

Address : W-38/39, M.I.D.C, Phase II,
Manpada Road, Dombivli (East). Thane - 421 204.
Tel No. : 0251-2871354/2870941/2873529/2870939
Website : www.indoaminesltd.com

4. General Body Meetings:

Details of last three Annual General Meetings and Extra – Ordinary General Meeting are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2004-05	19/09/2005	11.00 a.m.	Dombivli Gymkhana, P-9, Phase I, MIDC, Dombivli (East), Dist. Thane – 421 201.	N.A.
2005-06	04/12/2006	11.00 a.m.	C.K.P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivali (East), Dist. Thane – 421 201.	Payment of commission to Non-Executive Chairperson.
2006-07	29/09/2007	11.00 a.m.	C.K.P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivali (East), Dist. Thane – 421 201.	N.A.
E.G.M	18/09/2007	11.00 a.m.	C.K.P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivali (East), Dist. Thane – 421 201.	1. Increase in the Authorized Capital of the Company upto Rs.8,00,00,000/- comprised of 80,00,000 Equity Shares of Rs.10/- each 2. Issue of Convertible warrants on preferential basis to the Promoters group.

No special resolutions were put through Postal Ballot as all the above resolutions were voted unanimously by show of hands

5. Disclosures:

During the year under review, besides the transactions reported elsewhere, there were no other related party transactions of material nature with the promoters, directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the Company at large.

There were no instances of Non-Compliance on any matter related to the capital market during the past three years and that no penalties or strictures were imposed on the Company by any Stock Exchanges or SEBI.

The Company has complied with mandatory provisions of Corporate Governance and is in the process of adopting the non-mandatory provisions of Corporate Governance.

The Board hereby affirms that no personnel has been denied access to the audit committee.

**6. Code of Conduct:**

The Board of Directors has adopted the code of conduct for the directors and senior management and the same has been placed on the Company's website (www.indoaminesltd.com). All board members and senior management personnel have affirmed compliance with the code of conduct for the period under review.

7. Prohibition of Insider Trading:

The Company has framed its Insider Trading Regulations wherein rules for the preservation of price sensitive information, pre-clearance of trade, monitoring and implementation are framed. This code is applicable to all Directors and such employees of the Company who are expected to have access to unpublished price sensitive information relating to the Company. Transaction for dealing in the prescribed volume of the security of the company during the prescribed time requires prior approval from the Company.

8. Managing Director / CFO Certification:

A Certificate from the Managing Director and Chief Financial Officer, on the financial statements and other matters of the Company for the Financial Year ended 31st March, 2008 was placed before the Board.

9. Risk Management:

The Company has laid down procedures to inform the Board Members about the risk assessment and minimization procedures, which are periodically reviewed by the Board.

10. Means of Communication:

Since the Company's registered office is situated at Dombivli, Thane the Quarterly/Yearly results are normally submitted to Concerned Stock Exchanges in due course.

No presentation was made during the year either Institutional Investors or to the analysts.

Management discussion & Analysis Report is attached herewith forming part of the Annual Report.

11. General Shareholders Information:

- a. The **15TH Annual General Meeting** is scheduled to be held on Monday the 22nd September, 2008 at 11.00 A.M AT C.K.P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivli (East), Dist. Thane - 421 201.
- b. The Financial year of the Company is from April to March and schedule for the financial calendar 2008-09 as per following.

First quarter results (30 th June)	End of July 08
Mailing of Annual Reports	3 rd week of August, 08
Annual General Meeting	22 nd September, 08
Payment of Dividend	N. A.
Second quarter results (30 th September)	End of October, 08
Third quarter results (31 st December)	End of January, 09
Fourth quarter / Annual Results	End of April, 09

- c. Book Closure dates are from Monday the **8th September, 2008** to Friday the **19th September, 2008** (both days inclusive).
- d. The Board of Directors has not proposed any dividend for the current financial year.
- e. The Company's shares are listed at Bombay Stock Exchange Limited, Ahmedabad Stock Exchange Limited & The Calcutta Stock Exchange Association Limited out of which Bombay Stock Exchange Limited is a Regional Stock Exchange. The Listing Fees for the year 2007-08 for all these Stock Exchanges has been paid.
- f. Stock Code — 524648
BOMBAY STOCK EXCHANGE LIMITED, MUMBAI
Security in Physical Form No. BSE-Scrip Name : Indo Amines Ltd.

AHMEDABAD STOCK EXCHANGE LIMITED, AHMEDABAD.
Security in Physical Form No. ASE-26051

THE CALCUTTA STOCK EXCHANGE ASSOCIATION LIMITED.
Security in Physical Form No. CSEA-1946

NATIONAL SECURITY DEPOSITORY LIMITED.
ISIN: INE760F01010

CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED.
ISIN: INE760F01010



g. Market price data**: (All figures in Indian Rupees)

Months	Price		
	High	Low	Close
April-07	13.94	10.00	12.60
May-07	13.60	11.00	11.95
June-07	14.95	11.10	12.75
July-07	14.39	10.55	12.60
August-07	14.95	11.29	13.53
September-07	21.90	13.21	18.77
October-07	27.00	16.65	17.50
November-07	24.65	15.00	18.70
December-07	37.00	16.50	37.00
January-08	40.50	19.60	20.00
February-08	22.95	15.90	17.35
March-08	16.70	10.60	15.60

(**The prices have been sourced from Bombay Stock Exchange Ltd.)

h. Share Transfer System

The Share transfer of Securities in Physical form are registered, duly transferred and dispatched within one month of the receipt, if the transfer documents are in order.

i. Address of Registrar & Share Transfer Agents.

BIGSHARE SERVICES PVT. LTD.

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (E), Mumbai - 400 072.
Tel No : - 91 22 28470652
Fax No : - 91 22 28475207
Email: - info@bigshareonline.com
www.bigshareonline.com

 j. Distribution of Shareholding as on 31st March, 2008.

Shareholding of Nominal Value (Rs.)		Number of Shareholders	Percentage of Shareholders	Share Amount (Rs.)	Percentage Share Amt. (Rs.)
1	5000	13,721	92.93	1,90,65,970	25.13
5001	10000	641	4.34	52,38,830	6.91
10001	20000	192	1.30	29,52,360	3.89
20001	30000	83	0.56	21,32,920	2.81
30001	40000	16	0.10	5,85,590	0.77
40001	50000	29	0.19	14,05,150	1.85
50001	100000	36	0.24	26,59,360	3.51
100001	99999999	46	0.34	4,18,28,720	55.13
Total		14,764	100.00	7,58,68,900	100.00



k. Shareholding pattern as on 31st March, 2008.

CATEGORY		NO. OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
A. PROMOTER'S HOLDING			%
1. PROMOTER			
(I)	INDIAN PROMOTERS	1,52,6380	20.12
(II)	FOREIGN PROMOTERS	NIL	NIL
(III)	N.R.I(s)/OCB(s)	NIL	NIL
2. PERSONS ACTING IN CONCERT			
(I)	PROMOTER COMPANY	17,56,814	23.16
(II)	RELATIVES	NIL	NIL
B. NON-PROMOTER'S HOLDING			
1. INSTITUTIONAL INVESTORS			
(i)	MUTUAL FUNDS AND UTI	NIL	NIL
(ii)	BANK FINANCIAL INSTITUTION AND INSUARANCE COMPANIES	NIL	NIL
(a)	BANK		
(b)	FINANCIAL INSTITUTIONS	NIL	NIL
(c)	INSURANCE COMPANIES	NIL	NIL
(d)	GOVERNMENT COMPANIES	NIL	NIL
(e)	NON-GOVERNMENT COMPANIES	NIL	NIL
(iii)	FII	NIL	NIL
2. OTHERS			
(i)	PRIVATE CORPORATE BODY	3,03,729	4.00
(ii)	INDIAN PUBLIC	35,09,659	46.26
(iii)	ANY OTHER		
(a)	CLEARING MEMBER	1050	0.01
(b)	OCB' s	41800	0.55
(c)	FOREIGN NATIONALS	447458	5.90
TOTAL		75,86,890	100.00

l. Dematerialization of Shares and liquidity.

Your Directors are pleased to report that the Company is having connectivity from the Central Depository Services (India) Limited (CDSL) and National Depository Services Limited (NSDL) to provide facilities to all members and investors to hold the Company's Shares in Dematerialized Form.

The Company's shares were dematerialized w.e.f. from 17th October 2002 vide a Tripartite agreement executed between NSDL and the Company as on 31st March 2008, 49,60,896 equity shares were representing 65.39% were held in demat form in NSDL.

The Company's shares were dematerialized w.e.f. from 21st December 2002 vide a Tripartite agreement executed between CDSL and the Company as on 31st March, 2008 8,73,724 Equity Shares representing 11.52% were held in Demat form in CDSL & the balance 17,52,270 Equity Shares representing 23.09% were in physical form.

m. Company has issued 3,75,000 Convertible Warrants at the rate of Rs.13/- per warrant with a right of getting the equity one share against each warrant to the below given parties.

Name of the Allottees	Category of the Allottees	Maximum number of Warrants Allotted.
Versatile Chemicals Limited	Corporate Body	2,75,000
Marvel Indenting Private Limited	Corporate Body	1,00,000
	Total	3,75,000

n. The Company's Plants are located as under:

- W-37/38/39, Phase II, MIDC, Dombivli (E), Dist. Thane - 421 204.
- Survey No. 1723, Tundav, Taluka Savli, Baroda, Gujarat.
- W-265/266A, M.I.D.C, T.T.C, Industrial Area, Thane Belapur Road, Navi Mumbai -400 701.

o. Address for correspondence:

Shareholders of the Company can send correspondence at Company's Registrar & Share Transfer Agents Office or the Registered Office of the Company.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****A) OVERVIEW OF THE ECONOMY :**

The Indian economy in the last few years has been on an upswing and for the year 2006-07 has posted an impressive growth of more than 9% being one of the best in last 18 years, The Gross Domestic Product (GPD) at the current exchange rate has touched a trillion dollar mark. Such a robust growth rate has been spurred by the Industrial and service sectors, which have contributed more than 80% of the Total GDP. The remarkable progress of the Industrial sector registering a growth of more than 10% provides immense opportunities for your Company..

India was one of the fastest growing markets in 2007-08, with pharmaceutical sales increasing 13% to over US \$ 7 billion, which transformed it from a "developing" market to an emerging one . Several factors including the acceptance of intellectual property rights, a robust economy and the country's burgeoning healthcare needs have contributed to accelerated growth in India.

B) OUTLOOK ON OPPORTUNITIES & CHALLENGES:

Your Company is a manufacturer, developer and supplier of Fine Chemicals, Oleo Chemicals, Specialty Chemicals, Performance Chemicals, Perfumery Chemicals and Active Pharmaceutical Ingredients. The products manufactured find inputs to large number of other end user industries and the demand of its products is linked to the performance of the end user products of these industries.

Due to the growing economy the demand for our products are increasing constantly in domestic market but there is lot of pressure on the profit margins due to the following circumstances;

1. The rising cost of raw material & fuel has added pressure on the margins of the Company, since we were not able to fully pass on the same to our customers.
2. The financial year 2007-08 witnessed unprecedented fluctuations on the foreign currency front. The export realizations which accounts for 45% of our sales were affected adversely on account of the appreciation of the Indian Rupee against the US dollar.
3. It becomes a difficult task to sell high quality products at low rates in view of the high overheads necessary to manufacture and sell these products by your Company in the international market.

The aforesaid effects have been somewhat offset due to cost cutting measures and full utilization of existing capacity .

C) RISK CONCERNS & THREATS:

The products of the Company are exported mainly to developed countries like U.S.A., U.K, Canada, were there is lot of competition from international suppliers, mainly from China and other Eastern Countries. Hence the products are sometime sold at very thin margins and also the quality has to be in line with world standards.

The fluctuations of rupee will make the export market commercial unviable and make lead to more competition in the Local market. Also cheap Chinese substitute are available in the Local and international market leading to further pressure on the sale price.

Most of raw materials of the Company are oil based and are witnessing a substantial increase in cost due to increase in oil prices at the International market. if the things continue further this will add some pressure on margins.

In order to mitigate the risk, your company is constantly upgrading its capacity and adding new products in its profile so that the cost per unit can be distributed to a wider base and more range of products can be offered to the customers.

Also constant cost cutting measures are adopted at all areas of operations so that the bottom line of the Company improves in the long run.

D) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The system and procedures of the Company are designed to ensure adequate internal controls to give true and accurate information to the Management. A firm of chartered accountants ensure adequacy of the internal controls, adherence to Company's policies & accountants ensure statutory and other compliance through, periodical checks and internal audit.



E) HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Organizational Development is an ongoing process and efforts have been made for developing skills, nurturing and building leadership qualities, attracting and retaining talent. Employee's relations during the year remained cordial and initiatives were taken to improve the productivity of employees.

F) CAUTIONARY STATEMENT:

Statements made in the Report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include materials availability and their prices and domestic demand-supply conditions, changes in the Government regulations and tax policies, economic developments within India and other incidental and relevant factors.

BY ORDER OF THE BOARD
INDO AMINES LIMITED

Date: 30th June, 2008
Place: Dombivli, Thane.

MRS. BHARATI V. PALKAR
CHAIRPERSON

MANAGING DIRECTOR / CFO CERTIFICATION

To,
The Board of Directors,
INDO AMINES LIMITED
W-38/39, Phase II,
M. I. D. C., Dombivli (E.)
Dist. Thane

We hereby certify that for the financial year, ending 31st March, 2008 on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that;

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or volatile of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
 - a. There have been no significant changes in internal control during the year;
 - b. There have been no significant changes in accounting policies during the year.
 - c. There have been no instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

FOR INDO AMINES LIMITED

FOR INDO AMINES LIMITED

Sd/-
MR. VIJAY PALKAR
(MANAGING DIRECTOR)

Sd/-
MRS. ASHWINI R. PALKAR
(CFO)

Date : 30th June, 2008
Place : Dombivli, Thane.

**DECLARATION**

I, Mr. Vijay Palkar, Managing Director of the Company hereby declare that all Board Members and Senior Management Personnel have affirmed compliance with the code on an annual basis.

FOR INDO AMINES LIMITED

Sd/-

Mr. VIJAY PALKAR
Managing Director

Date : 30th June, 2008.

Place : Dombivli, Thane.

A REPORT ON CORPORATE GOVERNANCE BY COMPANY SECRETARY IN PRACTICE.

To,
The Shareholders,
INDO AMINES LIMITED
W-38/39, Phase II,
M. I. D. C., Dombivli (E.)
Dist. Thane

We have reviewed the implementation of Corporate Governance produced by the company during the year ended 31st March, 2008 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion on the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance stipulated in the Clause 49 of the Listing Agreement with the Stock Exchanges.

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **HS Associates,**
Company Secretaries

Hemant Shetye
Partner

Mumbai, 30th June, 2008.

FCS – 2827
COP - 1483



Auditor's Report to the Members of INDO AMINES LIMITED

1. We have audited the attached Balance Sheet of Indo Amines Ltd., as at 31st March, 2008, the Profit and Loss account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) Amendment Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (iii) The Balance Sheet, Profit and Loss account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - (iv) In our opinion, the Balance Sheet, Profit and Loss account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March, 2008 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2008 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - (vi) During the year, Company has entered into transactions of purchase, sale & supply of goods & services with the other companies in which the directors are interested. However, company has not obtained prior approval of the Central Government as required u/s 297 of the Companies Act, 1956.

Subject to our comments in paragraph (vi) above, in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true & fair view in conformity with the accounting principles generally accepted in India:

 - (a) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2008;
 - (b) in the case of the Profit and Loss account, of the Profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

**For Kulkarni & Khanolkar
Chartered Accountants**

**Mr. P. D. Joshi
(Partner)**

**Place : Mumbai
Date : 30th June, 2008**



INDO AMINES LIMITED
(Referred to in paragraph-3 of our report of even date)

- (i) (a) The records showing full particulars including quantitative details and situations of the Fixed Assets are available in respect of Dombivli and Rabale units from 1st April 2005 & in respect of Baroda Unit from 1st April 2007.
- (b) None of the Fixed Assets have been physically verified by the Management during the year.
- (c) During the year, the company has not disposed off any major part of the Fixed Assets.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) The record keeping in respect of inventory needs to be improved. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) The company has taken Loans from one Company listed under Register maintained under section 301 of the Companies Act, 1956 whose outstanding as on 31st March, 2008 is Rs. 1,25,00,000/-. The Company has not granted loan to other Companies, Firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) According to the information and explanations given to us, the Company has entered into transactions for purchases / sales of goods & services with the parties mentioned in register maintained under section 301 of the Companies Act, 1956. However, as similar goods or services have not been sold or purchased to / from the unrelated parties, comparison of amount paid or charged in respect of such transactions with the prevailing market prices can not be made.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public.
- (vii) The company's Internal Audit was conducted by a firm of Chartered Accountant only for the 1st half year.
- (viii) The Company is not required to maintain cost records in pursuant to Rules made by the Central Government for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- (b) The following disputed dues have not been deposited with the Government :

Sr.No.	Particulars	Amount.....	Forum Where dispute is pending
1)	Income tax demand for A. Y. 2005-06	54,74,425.00	Commissioner (Appeals)
2)	CST for F.Y.2005-06	16,07,607.00	Commissioner of Sales Tax, Thane (Rectification Application)
3)	Excise duty for F.Y. 2005-06	2,82,341.00	Commissioner of Excise Appeals, Mumbai

- (x) The Company has no accumulated losses as on 31st March, 2008 and it has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or bank.
- (xii) We are informed that the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The company is not a chit fund or a *nidhi* / mutual benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xv) In our opinion, the Company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that a part of the funds raised on short term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the company has made preferential allotment of warrants at the rate of Rs.13/- per warrant to companies covered in the register maintained under section 301 of the Act, 1956. These warrants were converted into equity shares on 31st May, 2008
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company had not issued debentures.
- (xx) During the year no money was raised by public issues.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**FOR KULKARNI & KHANOLKAR
CHARTERED ACCOUNTANTS**



INDO AMINES LIMITED
Balance Sheet as at 31st March, 2008

Particulars	Sch. No.	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
SOURCES OF FUNDS :			
Shareholders' Funds			
Share Capital	1	75,868,900.00	75,868,900.00
Equity Warrants	2	2,867,500.00	0.00
Reserves & Surplus	3	44,130,555.87	22,180,658.57
		122,866,955.87	98,049,558.57
Loan Funds			
Secured Loans	4	161,591,604.48	138,035,963.90
Unsecured Loans	5	17,799,062.87	1,379,282.78
179,390,667.35			139,415,246.68
Deferred tax Liability		0.00	0.00
TOTAL LIABILITIES		302,257,623.22	237,464,805.25
APPLICATION OF FUNDS :			
Fixed Assets			
Gross Block	6	207,388,824.89	174,419,762.67
Less: Depreciation		115,287,359.22	92,406,303.04
Net Block		92,101,465.68	82,013,459.63
Add : Capital WIP		0.00	8,254,280.76
Total Fixed Assets		92,101,465.68	90,267,740.39
Investments (Long Term)			
Indo Amines (Europe) Ltd. (25 A type & 25 B type Equity shares of face value 1GBP each valued at Rs. 84.88 per GBP)		4,244.00	4,244.00
Current Assets, Loans & Advances			
Inventories	7	113,431,581.05	114,255,950.05
Sundry Debtors		194,590,781.21	150,825,480.52
Cash & Bank Balances		17,875,438.26	12,812,023.12
Loans & Advances		61,074,057.96	51,971,855.60
Total Current Assets		386,971,858.48	329,865,309.30
Less : Current Liabilities & Provisions	8	177,496,299.94	182,949,103.44
Net Current Assets		209,475,558.54	146,916,205.86
Deferred tax Assets/(Liab)	9	676,355.00	276,615.00
Miscellaneous Expenditure (To the extent not written off)		0.00	0.00
TOTAL ASSETS		302,257,623.22	237,464,805.25

Notes to the Accounts
As per our report attached
For KULKARNI & KHANOLKAR
Chartered Accountants

17

For and on behalf of the Board of Directors

P. D. Joshi
Partner
Place : Dombivli.
Date : 30th June, 2008

V. B. Palkar
Managing Director

K. H. Shah
Whole Time Director



INDO AMINES LIMITED
Profit & Loss A/c for the year ended 31st March, 2008

Particulars	Sch. No.	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
INCOME :			
Sales Turnover	10		
Local Sales		522,337,443.64	439,628,014.52
Export Sales		422,214,197.79	309,942,568.85
Total Turnover		944,551,641.43	749,570,583.37
Other Income	11	14,773,140.10	6,438,745.82
Increase/(decrease) in Stock	12	6,648,951.00	6,366,966.89
Total Income		965,973,732.53	762,376,296.08
EXPENDITURE:			
RM/PM/FUEL Consumed	13	618,734,073.74	450,944,358.58
Purchase of Finished Goods (Bhiwandi)		0.00	40,194,986.97
Manufacturing Expenses	14	204,900,864.36	173,005,976.57
Administrative, Selling & Distribution Exps	15	66,346,975.40	44,893,550.28
Interest & Financial Charges	16	19,592,250.38	13,727,573.89
Depreciation		22,881,055.35	18,038,659.26
Total Expenditure		932,455,219.23	740,805,105.55
Profit Before Tax		33,518,513.30	21,571,190.53
Provision for Current Tax		-11,800,000.00	-9,000,000.00
Provision for Current Fring Benefit Tax		-305,000.00	-283,000.00
Provision deferred tax assets/(Liabilities)		399,740.00	1,504,895.88
Profit After Tax		21,813,253.30	13,793,086.41
Excess provision for Income tax W/back		136,644.00	0.00
Transfer to General Reserve		-10,000,000.00	-10,000,000.00
Balance c/fd to Balance Sheet		11,949,897.30	3,793,086.41

Notes to the Accounts

17

Earning per Share (in Rupees)

Basic (EPS) (No. of Eq Shares = 75,86,890)

2.82

1.62

Diluted (EPS) (No. of Eq Shares=77,74,390)

2.75

1.62

As per our report attached

For KULKARNI & KHANOLKAR
Chartered Accountants

For and on behalf of the Board of Directors

P. D. Joshi
Partner

Place : Dombivli.

 Date : 30th June, 2008

V. B. Palkar
Managing Director

K. H. Shah
Whole Time Director



INDO AMINES LIMITED

Schedules Forming Part of Balance Sheet as at 31st March, 2008

Particulars	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
Schedule 1 - Share Capital		
Authorised Share Capital		
80,00,000 Equity Shares of Rs. 10/- each	80,000,000.00	77,500,000.00
80,000,000.00 77,500,000.00		
Issued Subscribed & Paid up Capital		
75,86,890 Equity Shares of Rs. 10/- each fully paid-up	75,868,900.00	75,868,900.00
75,868,900.00 75,868,900.00		
Schedule 2 - Equity Warrants		
3,75,000 Convertible Warrants	2,867,500.00	0.00
@ Rs.13/- each as Partly paid up		
(Refer Note 3 to Schedule 17 Notes to the Account)	2,867,500.00	0.00
Schedule 3 - Reserves & Surplus		
General Reserve (Free Reserve - Opening Balance)	10,000,000.00	10,000,000.00
Add: Addition During the Year	10,000,000.00	0.00
General Reserve (Free Reserve - Closing Balance)	20,000,000.00	10,000,000.00
Opening Balance of Profit & Loss A/c	12,180,658.57	8,877,825.27
Add : Profit for the year Trf from P & L A/c	11,949,897.30	3,302,833.30
	44,130,555.87	22,180,658.57
Schedule 4 - Secured Loans		
SBI Loan - Term Loan (FCNRB-2)	11,795,841.00	14,667,600.00
SBI TERM LOAN A/C 2 (30037120914)	0.00	888,524.00
SBI-TERM LOAN A/C 3 (Hydrogen Trolley)	10,162,866.00	0.00
SBI-TERM LOAN A/C (FCNRB-1)	2,104,725.00	5,024,862.00
(Secured by equitable mortgage of P&M, L & B at Dombivli & Baroda & personal guarantee of directors)		
SBI - Cash Credit (Secured)	70,549,935.59	70,200,579.40
SBI - Export Packing Credit	40,326,410.00	35,361,666.00
SBI A/C. NO. 30003216323	0.00	17,706.00
SBI - SLOC A/c - 30002303089	20,259,318.00	10,151,979.00
(All credit facilities are secured by hypothecation of Stock & Debtors of Dombivli & Baroda and personal guarantee of promoter directors.)		
SBI-Factoring (Secured agst Receivable & Personal Guarantee of Dir)	4,985,056.00	0.00
HDFC Bank (Hypothecation of Car)	1,106,752.89	979,470.74
Indusind Bank Ltd. (Hypothecation of Fork lift)	300,700.00	570,855.00
Kotak Mahindra Fin Ltd (Hypothecation of Santro Car)	0.00	54,198.51
Maruti Countrywide (Hypothecation of Car)	0.00	72,942.20
Maruti Countrywide (Hypothecation of Car)	0.00	45,581.05
161,591,604.48 138,035,963.90		
Schedule 5 - Unsecured Loans		
Unsecured Loans-Alta Leasing & Finance	2,745,414.87	813,546.78
Sales Tax Deffered Liability	0.00	565,736.00
Shriram City Union Finance Ltd (Computers)	53,648.00	0.00
Unsecured Loans (Companies)	12,500,000.00	0.00
Unsecured Loans (Others)	2,500,000.00	0.00
17,799,062.87 1,379,282.78		

INDO AMINES LIMITED - MUMBAI
SCHEDULE 6 FIXED ASSETS & DEPRECIATION AS ON 31ST MARCH, 2008

Particulars of Assets	Rate of Dep.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Op. Bal. as on 01/04/2008	Additions	Sales / Tfr Deductions	Bal. as on 31/03/2008	As at 31/03/2007	Depreciation for the year	Dep. on Asset Tfr/Sold/Disc	As at 31/03/2008	As at 31/03/2008	As at 31/03/2007
		0	6,140,019	0	0	6,140,019	0	0		2,959,696	6,140,019
10.00%	5,762,686	0	0	5,762,686	2,648,252	311,443		2,959,696	2,802,990	3,114,434	
27.82%	72,078,342	6,519,883	0	78,598,225	40,096,978	9,390,732		49,487,710	29,110,516	31,981,365	
13.91%	1,674,629	0	0	1,674,629	328,727	187,215		515,942	1,158,687	1,345,902	
13.91%	109,725	0	0	109,725	59,820	6,942		66,762	42,963	49,905	
13.91%	1,319,205	0	0	1,319,205	898,220	58,559		956,779	362,426	420,985	
13.91%	69,850	0	0	69,850	31,132	5,386		36,517	33,333	38,718	
25.89%	2,161,732	413,125	0	2,574,857	445,269	485,013		930,282	1,644,575	1,716,463	
13.91%	1,139,996	82,410	0	1,222,406	598,923	81,026		679,949	542,457	541,073	
18.10%	1,524,935	151,550	0	1,676,485	754,304	148,430		902,734	773,751	770,631	
40.00%	0	11,425,818	0	11,425,818	0	2,343,709		2,343,709	9,082,109	0	
Cylinders With Trollies	40.00%	1,721,784	277,553	0	1,999,337	304,761		1,422,931	576,406	603,614	
Computer Systems		93,702,903	18,870,339	0	112,573,242	46,979,796	0	60,303,011	52,270,230	46,723,107	
TOTAL		72,793,282	20,909,622	0	93,702,903	37,664,156	0	46,979,796	46,723,106	35,129,126	
Previous year figures						9,315,641					

INDO AMINES LIMITED - BARODA

Particulars of Assets	Rate of Dep.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Op. Bal. as on 01/04/2008	Additions	Sales / Tfr Deductions	Bal. as on 31/03/2008	As at 31/03/2007	Depreciation for the year	Dep. on Asset Tfr/Sold/Disc	As at 31/03/2008	As at 31/03/2008	As at 31/03/2007
		0	6,140,019	0	0	6,140,019	-	0		-	6,140,019
-	2,201,155	0	0	2,201,155	5,914,162	554,595		6,468,757	2,201,155	2,201,155	
10.00%	11,167,549	630,972	0	11,798,521	24,513,720	6,207,787		30,721,507	5,329,764	5,253,387	
27.82%	40,508,512	10,475,631	0	50,984,143	203,247	227,228		20,262,637	20,262,637	15,994,792	
13.91%	375,644	0	0	375,644	45,987	23,980		148,416	148,416	172,397	
13.91%	84,089	8,200	0	92,289	886,533	5,481		51,468	40,821	38,102	
13.91%	2,120,178	0	0	2,120,178	325,262	171,600		1,058,133	1,062,045	1,233,645	
18.10%	705,117	0	0	705,117	345,373	394,016		394,016	311,101	379,855	
40.00%	552,829	49,218	0	602,047	318,975	442,542		442,542	159,505	207,456	
25.89%	613,938	0	0	613,938	19,711	395,341		218,597	218,597	294,963	
13.91%	39,680	0	0	39,680	19,711	22,489		17,191	17,191	19,969	
13.91%	59,633	0	0	59,633	13,363	19,799		39,834	39,834	46,270	
13.91%	454,842	25,763	0	480,605	167,610	43,410		211,020	269,585	287,232	
Capital WIP		8,254,281	0	8,254,281	-	-		-	-	8,254,281	
		67,137,446	11,189,784	8,254,281	70,072,949	32,753,944	-	40,012,299	30,060,650	34,383,502	
Previous year figures		60,841,208	6,296,239	0	67,137,446	25,440,566	-	32,753,944	34,383,502	35,400,642	

INDO AMINES LIMITED - RABALE
SCHEDULE 6 FIXED ASSETS & DEPRECIATION AS ON 31ST MARCH, 2008

Particulars of Assets	Rate of Dep.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Op. Bal. as on 01/04/2008	Additions	Sales / Tfr Deductions	Bal. as on 31/03/2008	As at 31/03/2007	Depreciation for the year	Dep. on Asset Tfr/Sold/Disc	As at 31/03/2008	As at 31/03/2008	As at 31/03/2007
Land and Sheds	0	6,140,019	0	0	6,140,019		0			6,140,019	6,140,019
Leasehold Land	-	396,486	0	0	396,486	22,052	0		22,052	374,434	374,434
Factory Building	10.00%	2,379,282	0	0	2,379,282	1,389,306	98,998		1,488,304	890,978	989,976
Plant & Machinery	27.82%	14,902,803	2,895,960	0	17,798,763	8,141,919	2,003,630		10,145,549	7,653,214	6,760,882
Laboratory Equipments	13.91%	239,744	0	0	239,744	180,217	8,280		188,497	51,247	59,527
Weighing Machines	13.91%	142,466	0	0	142,466	93,775	6,773		100,548	41,918	48,691
Electrical Equipments	13.91%	1,079,336	0	0	1,079,336	634,906	61,820		696,726	382,609	444,429
Furniture & Fixtures	18.10%	110,112	0	0	110,112	99,524	1,916		101,440	8,672	10,588
Computers	40.00%	391,720	5,700	0	397,420	344,794	19,400		364,194	33,226	46,926
Motor Vehicle	25.89%	1,913,486	0	0	1,913,486	1,585,108	85,017		1,670,125	243,361	328,378
Cylenders	40.00%	41,172	0	0	41,172	41,172	0		41,172	1	1
Telephone/Fax Machine	13.91%	38,150	7,280	0	45,430	21,366	2,451		23,817	21,613	16,784
Office Equipments-A C	13.91%	175,237	0	0	175,237	94,725	11,199		105,924	69,313	80,512
Scoter	25.89%	23,700	0	0	23,700	23,700	0		23,700	1	1
Previous year figures		21,833,694	2,908,940	0	24,742,634	12,672,563	2,299,485		14,972,048	9,770,586	9,161,130
		17,736,453	4,097,241	0	21,833,694	11,262,922	1,409,642		12,672,563	9,161,130	6,473,531

INDO AMINES LIMITED - COMBINED (DOMBIVLI, BARODA & RABALE)
SCHEDULE 6 FIXED ASSETS & DEPRECIATION AS ON 31ST MARCH, 2008

Particulars of Assets	Rate of Dep.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Op. Bal. as on 01/04/2008	Additions	Sales / Tfr Deductions	Bal. as on 31/03/2008	As at 31/03/2007	Depreciation for the year	Dep. on Asset Tfr/Sold/Disc	As at 31/03/2008	As at 31/03/2008	As at 31/03/2007
DOMBIVLI		93,702,903	18,870,339		112,573,242	46,979,796	13,323,215		60,303,011	52,270,230	46,723,107
BARODA		67,137,446	11,189,784	8,254,281	70,072,949	32,753,944	7,258,355		40,012,299	30,060,650	34,383,502
RABALE		21,833,694	2,908,940		24,742,634	12,672,563	2,299,485		14,972,048	9,770,586	9,161,130
Total		182,674,043	32,969,063	8,254,281	207,388,825	92,406,303	22,881,055		115,287,358	92,101,466	90,267,740
Previous year figure		151,370,942	31,303,099	0	182,674,043	74,367,643	18,038,659		92,406,303	90,267,740	77,003,299



INDO AMINES LIMITED
Schedules Forming Part of Balance Sheet as at 31st March, 2008

Particulars	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
Schedule 7 - Current Assets, Loans & Advs		
Inventories:		
Finished Goods	20,812,452.00	15,228,218.00
Fuel	675,657.00	523,214.00
Packing Material	1,206,632.00	1,232,296.00
Raw Materials	20,116,641.00	39,609,264.00
Semi-Finished Goods	32,746,475.05	36,543,058.05
Work-in-Process	10,037,554.00	5,176,254.00
Goods in Transit - Bhiwandi	0.00	431,591.00
Goods in Transit - Port	27,836,170.00	15,512,055.00
	113,431,581.05	114,255,950.05
Sundry Debtors: (Considered Good)		
Outstanding for more than 6 months	5,537,451.05	1,308,151.31
Other Debts (Considered Good)	208,634,651.30	149,517,329.21
Less: Debtors Factored	-18,914,697.14	0.00
Less: Provision for Doubtful Debts	-666,624.00	0.00
	194,590,781.21	150,825,480.52
Cash and Bank Balances		
Cash on Hand	274,605.81	342,938.40
SBI-Commercial Br. Dadadr-CC a/c(Sheiraj)	11,750.48	11,750.48
T.D/FDR/Margin Money with Banks	15,251,057.00	11,758,434.00
State Bank of India, Ahmedabad	0.00	-2,947.76
State Bank of India, Baroda	0.00	808.67
State Bank of India, Chennai	0.00	27,189.76
State Bank of India, New Delhi	0.00	15,723.48
SBI-EEFC A/c (Dollar)	55,537.00	43,140.00
State Bank of India, Uran	0.00	3,610.00
State Bank of India - Pimpri	0.00	5,000.00
State Bank of India - Hyderabad	0.00	10,469.00
SBI - Ankleshwar	9,543.61	9,543.61
State Bank of India - Alkapuri	1,371,561.81	580,370.48
State Bank of India - Sahara a/c	0.00	5,993.00
SBI-Convertible Warrant	877,650.00	0.00
ICICI Bank Current	23,732.55	0.00
	17,875,438.26	12,812,023.12



INDO AMINES LIMITED
Schedules Forming Part of Balance Sheet as at 31st March, 2008

Particulars	LIST	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
Deposits, Loans & Advances:	A		
Deposit Given to Parties		14,018,429.14	10,294,762.45
Loans & Advance to Employees / Mediclaim etc		343,543.00	261,368.00
CESS CREDIT TAKEN		64,168.91	96,935.60
SHE CESS CREDIT TAKEN		34,181.40	15,593.00
CESS CREDIT TAKEN ON CAPITAL (AVAILED)		4,150.00	8,188.00
CESS CREDIT TAKEN ON CAPITAL (DEFERRED)		12,458.00	16,868.00
SHE CESS CREDIT ON CAPITAL (AVAILED)		824.00	8.00
SHE CESS CREDIT ON CAPITAL (DEFERRED)		6,160.00	8.00
CESS CREDIT TAKEN ON SERVICE TAX		19,202.57	32,699.77
CESS PLA LEDGER A/C		33,043.00	6,800.00
EXCISE REBATE CLAIM A/C		6,428,660.00	4,653,983.00
Advances to Suppliers		10,040,539.73	4,782,052.46
Sales Tax receivable(2004-05)		0.00	402,437.00
Sales Tax Set off (Receivable) 05-06		0.00	401,913.28
TDS Receivable Asset (A Y 2005-06)		0.00	124,397.00
TDS RECEIVABLE 05-06 (A.Y. 06-07)		152,602.00	161,336.00
TDS RECEIVABLE 06-07 (A.Y. 07-08)		289,679.00	289,679.00
INCOME TAX (AY 03-04)		0.00	150,000.00
ADVANCE TAX (A.Y 05.06)		0.00	3,230,225.00
ADVANCE TAX (A.Y 06.07)		6,606,080.00	6,606,080.00
ADVANCE TAX (A.Y 07-08)		7,248,867.00	5,700,000.00
ADV AGST LAND & BLDG W-44		356,583.43	356,583.43
ADVANCE FRINGE BENEFIT TAX A.Y. 06-07		0.00	310,391.00
ADVANCE FRINGE BENEFIT TAX A.Y. 07-08		0.00	319,324.00
Service Tax (Book) Cenvat Credit		3,417,626.95	0.00
Service Tax Cess (Book) Cenvat Credit		63,134.00	0.00
Service Tax SHE Cess (Book) Cenvat Credit		13,990.00	0.00
Service Tax SHE Cess Credit		13,962.37	0.00
TDS RECEIVABLE 07-08 (A.Y. 08-09)		189,360.60	0.00
Prepaid Expenses		716,250.00	370,892.00
Cenvat Credit Receivable		5,134,762.99	8,860,858.82
Modvat Receivable on Capital Goods (Deferred)		633,565.00	859,091.00
Modvat Rec.on Capital Goods(Availed)		1,656,345.00	728,201.00
Education Cess Receivable		0.00	73.00
PREPAID INSURANCE EXP.		48,727.00	71,580.00
Personal Ledger Account (PLA)		53,299.00	14,072.00
Excise PLA (SHE Cess)		19,842.00	7,798.00
Service Tax Credit Receivable		512,107.21	1,644,485.98
VAT Set off Receivable/Refund		2,911,914.66	1,152,521.34
Akash Gas Pvt. Ltd., -Deposit for Gas		30,000.00	30,000.00
Interest Receivable on MSEB deposit		0.00	10,650.47
Total Deposits & Loans & Advances		61,074,057.96	51,971,855.60
Schedule 8 - Current Liabilities & Provisions			
Current Liabilities			
Sundry Creditors		148,304,641.61	156,656,128.94
Other Current Liabilities & Provisions	B	29,191,658.33	26,292,974.50
		177,496,299.94	182,949,103.44



INDO AMINES LIMITED
Schedules Forming Part of Balance Sheet as at 31st March, 2008

Particulars	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
LIST - A OF DEPOSITS		
Deposit Given to Parties		
Alta Leasing Finance (Refund)	11,157.00	354,941.00
Bombay Oxygen Corpn.	0.00	30,000.00
Deposit - Inox Air Products	9,000.00	9,000.00
Deposit - Image System (Xerox Machine)	25,000.00	25,000.00
Deposit - Alta Leasing Finance	372,849.00	0.00
Deposit - RCF Security Deposit	0.00	53,550.00
Deposit - Flat at Mahad	10,000.00	10,000.00
Deposit - Flat at Dombivli	40,000.00	40,000.00
Deposit - MSEB	677,600.00	594,000.00
Deposit - Telephone	29,906.45	29,906.45
Deposit - Water	121,428.00	99,128.00
Deposit - MPCB	10,000.00	10,000.00
Deposit - BMC	0.00	12,500.00
THE NEW INDIA ASSURANCE CO - CD A/C	25,020.00	27,363.00
Deposit - FLAT at Airoli	25,000.00	25,000.00
Deposit - I.P.C.L (AGST C FORM)	520,000.00	520,000.00
Deposit - BALMER LAWRIE (TENDER DEPOSIT)	0.00	20,000.00
Deposit - National Peroxide Ltd	9,485,271.00	5,000,000.00
Deposit - Industrial Solvent & Chemicals	5,276.00	5,276.00
Deposit - Someshwar Park Flat	19,500.00	9,500.00
CUSTOM DUTY - ADVANCE	366,347.00	1,020,676.00
Deposit - Gwalior Chemical Industries	0.00	1,600,000.00
Deposit - Gujarat Electricity Board	443,260.00	436,000.00
Deposit - Gujarat Electricity Board - Low Tension	183,854.00	183,854.00
Deposit - Chemplast Sanmar Limited	120,000.00	120,000.00
Deposit - Petrol (M.Patel & Co.)	10,000.00	10,000.00
Deposit - CIDCO	31,690.00	31,690.00
Deposit - Gas Cylinder (Maruti Commercial)	1,700.00	1,700.00
Deposit - DGFT (Refund)	54,327.00	0.00
Deposit - ECGC	99,945.69	0.00
Deposit - Haffkine Bio Pharmaceuticals corporation	20,000.00	0.00
Deposit - MIDC Mansoon Shed	17,700.00	0.00
Deposit - Modern Industrial Gases Pvt Ltd	40,000.00	0.00
Deposit - Reliance Industries Ltd (C Form)	500,000.00	0.00
Deposit - SIDBI	600,000.00	0.00
Deposit - L. V. Bhanushali (Godown)	50,000.00	0.00
Deposit - Godavari Fertilizers Ltd	76,920.00	0.00
Deposit - Kerala State Drugs & Pharmaceuticals	15,678.00	15,678.00
14,018,429.14 10,294,762.45		



INDO AMINES LIMITED
Schedules Forming Part of Balance Sheet as at 31st March, 2008

Particulars	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
LIST - B OF LIABILITIES & PROVISIONS		
PROVISIONS		
DIRECTORS REMUNERATION PAYABLE	207,440.00	184,888.00
Salary Payable	887,865.00	762,162.00
Consultancy Payable	146,584.00	187,710.00
Bonus Payable	0.00	639,274.00
VAT & GST Payable	586,176.61	215,249.00
ESIC PAYABLE A/C	20,464.00	15,721.00
TDS On Consultancy	51,739.00	15,645.00
TDS on Salary	114,498.00	75,659.00
TDS other than Intt. On Securities	11,905.00	2,127.00
PROVIDENT FUND PAYABLE A/C	85,696.00	83,550.00
PROVISION FOR FBT (A.Y. 06-07)	0.00	351,808.00
Provision for FBT (A.Y. 07-08)	0.00	283,000.00
Provision for FBT (A.Y. 08-09)	305,000.00	0.00
Less : Advance FBT (A.Y. 08-09)	-210,000.00	0.00
PROVISION FOR INCOME TAX (A.Y. 05-06)	0.00	3,500,000.00
PROVISION FOR INCOME TAX (A.Y. 06-07)	7,000,000.00	7,000,000.00
PROVISION FOR INCOME TAX (A.Y. 07-08)	9,000,000.00	9,000,000.00
PROVISION FOR INCOME TAX (A.Y. 08-09)	11,800,000.00	0.00
Less: Advance Income tax (A.Y. 08-09)	-7,500,000.00	0.00
Commission on Profit Payable to B V Palkar	172,927.00	123,579.00
PROVISION FOR PROFESSION TAX	15,495.00	13,515.00
ELECTRICITY CHGS PAYABLE	0.00	339,015.00
TDS Payable (rent)/Commission	96,885.00	16,366.50
TDS on Contractors	146,479.02	106,480.00
Outstanding Liabilities	2,216,438.00	195,000.00
Service Tax Payable	0.00	102,259.00
Deposit recd from Employees	44,600.00	14,500.00
Excise Duty Payable on F/G	2,822,930.00	2,154,541.00
Provisions for Derivatives (ICICI Bank)	697,503.90	0.00
Loan - Panacea Energizers Pvt. Ltd.	0.00	300,000.00
Advances Received From Customers	471,032.80	610,926.00
29,191,658.33	26,292,974.50	
Schedule 9 - Deferred tax Assets/(Liab.)		
Deferred tax Liabilities:		
Accumulated Depreciation	0.00	0.00
	0.00	0.00
Deferred tax Assets:		
Bonus U/s 43 B Deductions & Accumulated Depreciation	676,355.00	276,615.00
	676,355.00	276,615.00
Net Deferred Tax Assets (Liabilities)	676,355.00	276,615.00



INDO AMINES LIMITED
Schedules Forming Part of Balance Sheet as at 31st March, 2008

Particulars	LIST	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
Schedule - 10 - Sales Income			
Sales – Export		422,214,197.79	308,542,375.25
Sales net of Excise/S Tax		507,424,252.96	392,625,658.42
Sales - Bhiwandi		29,789,184.68	40,473,854.10
Sales - Belgium		0.00	1,400,193.60
Sales - High Seas		0.00	4,304,000.00
Sales - Processing charges		180,090.00	1,946,682.00
Total Sales Gross		959,607,725.43	749,292,763.37
Less Inter Company Sales		125,395,615.00	94,287,234.00
834,212,110.43 655,005,529.37			
Add:Excise Collected on Sales (Income)		93,614,797.00	74,482,029.00
Sales Tax Collected (VAT+CST)		16,724,734.00	18,556,589.00
Cess /Services tax (Income)		0.00	1,526,436.00
Total Sales including Excise/Sales Tax		944,551,641.43	749,570,583.37
Schedules 11 - Other Income			
Interest recd. from bank		0.00	17,794.00
Interest on TDR/FDR (Bank)		976,881.16	152,985.00
Misc. Receipt /Other Income		442,838.12	812,562.42
Interest recd. from Party		16,401.00	0.00
Discount on purchase		297,358.00	40,419.00
Excise Duty on Finished Goods (Op)		2,154,541.00	3,026,846.00
Excess/Short Provision w/off/back		177.00	0.00
Freight/Octroi on sales		137,769.00	0.00
Exchange rate Gain/Loss		10,747,174.82	2,388,139.40
14,773,140.10 6,438,745.82			
Schedule 12 - Increase/(decrease) in Stock			
Closing Stock of:			
- Work-in-Process		10,037,554.00	5,176,254.00
- Semi Finished Goods		32,746,475.05	36,543,058.05
- Finished Goods		20,812,452.00	15,228,218.00
	(a)	63,596,481.05	56,947,530.05
Less:Opening Stock of:			
- Work-in-Process		5,176,254.00	1,898,276.00
- Semi Finished Goods		36,543,058.05	27,108,587.98
- Finished Goods		15,228,218.00	21,573,699.18
	(b)	56,947,530.05	50,580,563.16
Increase/(decrease) in Stock	(a)+(b)	6,648,951.00	6,366,966.89



INDO AMINES LIMITED
Schedules Forming Part of Profit & Loss as at 31st March, 2008

Particulars	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
Schedule - 13 - RM/PM/Fuel Consumed		
Raw Materials Consumed		
Opening Stock of Raw Material	39,609,264.00	19,885,635.40
Add : Purchases during the year	652,611,418.62	531,854,108.33
	692,220,682.62	551,739,743.73
Less : Inter Company Purchases	96,935,203.68	94,287,234.00
	595,285,478.94	457,452,509.73
Less : Closing Stock of Raw Material	20,116,641.00	39,609,264.00
Raw Material Consumed (a)	575,168,837.94	417,843,245.73
Packing Materials Consumed		
Opening Stock	1,232,296.00	1,370,152.16
Add : Purchases of Packing Material	16,106,350.38	12,021,769.16
	17,338,646.38	13,391,921.32
Less : Closing Stock	1,206,632.00	1,232,296.00
Packing Material Consumed (b)	16,132,014.38	12,159,625.32
Fuel Consumed		
Opening Stock	523,214.00	584,264.93
Add: Purchases during the year	27,585,664.42	20,880,436.60
	28,108,878.42	21,464,701.53
Less: Closing Stock	675,657.00	523,214.00
Fuel Consumed (c)	27,433,221.42	20,941,487.53
Total RM/PM/Fuel consumed (a+b+c)	618,734,073.74	450,944,358.58
Schedule 14 - Manufacturing Exps		
Electricity Charges/exps	13,160,992.66	11,735,459.51
Water Charges	1,189,007.00	523,285.00
Wages & salaries & Bonus	13,822,523.00	11,045,106.30
Repairs & Maintenance	7,778,254.74	8,078,738.27
Gratuity Expenses	220,893.00	162,179.00
Medical Exp Reimbursement	179,914.00	56,416.00
Leave Encashment Expenses	265,553.00	124,189.00
Laboratory Expenses & R & D Exps	2,128,036.00	1,268,230.05
Freight & Octroi	335,323.00	162,316.88
Labour/staff Welfare/Canteen/Medical/Factory	808,349.50	1,799,503.25
Production /Store Consumption Exps	3,252,500.00	3,131,442.91
Labour Charges/Service Charges	3,725,521.53	1,919,096.00
Sales tax on Sales (CST & VAT)	16,724,734.00	18,556,589.00
Excise Duty on Sales/service tax/Cess	93,614,797.00	76,008,465.00
Custom Duty	9,073,858.00	7,807,894.40
Detention Charges	421,441.00	1,035,619.00
Warehouse Charges	409,404.00	74,518.00
Goods Distributed as free sample	31,195.00	0.00
Processing Charges - Material	9,609,405.00	10,860,250.00
Sales tax Assessment Dues/Interest	754,565.00	967,536.00
Sales tax Paid (BTITC Reversal)	313,699.00	0.00
Insurance Charges	1,241,336.00	1,209,175.00
Clearing & Forwarding Charges (import)	2,234,548.98	985,354.00
Transport/Toll/Carting/Crane/Escort/ Weighing/Loading/unloading	14,347,598.91	7,940,245.00
Commission on Purchases	0.00	714,834.00
MPCB/CETP Expenses	104,875.00	16,365.00
Inspection Charges	35,012.00	45,638.00
Testing Expenses	207,960.04	124,636.00
Security Expenses/Safety Exps	0.00	191,703.00
Garden Expenses	0.00	10,774.00
Shipping Charges-Import/THC & DO	5,828,399.00	3,832,562.00
Interest on Excise	3,225.00	19,404.00
Excise Duty/Service tax Expenses	255,014.00	443,912.00
Excise Duty on Finished Goods	2,822,930.00	2,154,541.00
Total Manufacturing Expenses	204,900,864.36	173,005,976.57



INDO AMINES LIMITED
Schedules Forming Part of Profit & Loss as at 31st March, 2008

Particulars	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
Schedule 15 - Admin, Selling & Distri Exp:		
Advertisement	340,696.00	450,480.00
AMC/Admin/Service/Depository/Security	1,225,576.00	286,457.00
Employees Benefits/PF/ESIC/MLWF/Insurance	841,646.50	616,424.00
Audit Fees & Expenses	213,116.00	242,500.00
Internal Audit Fees	90,000.00	0.00
Business/sales Promotion Expenses	1,139,901.41	605,932.75
Computer Expenses	131,303.95	260,808.00
Consultancy & Professional Fees	3,559,437.20	2,587,544.00
Conveyance	1,100,709.58	704,708.50
Director Remmuration & Sitting fees	3,409,000.00	2,960,400.00
Escort/weighing/toll/unloading/crane	0.00	648,932.00
Legal Expenses/ROC fees/Tender/Licence	300,977.00	135,652.00
Membership & Subscription	80,550.00	111,291.00
Postage & Courier/fax	266,846.22	358,810.50
Printing & Stationery	1,533,842.76	1,180,448.62
Rent, Rates & Taxes	876,060.00	268,040.00
Stock Exchange - Listing Fees	64,298.00	113,510.00
Sundry Dr./Cr. Balance W/Off	326,254.56	59,836.36
Sundry Exps/Office Exps	261,770.00	443,053.50
Telephone/Mobile/Internet Exps.	1,586,237.00	1,299,707.87
Training Expenses/Seminar/Conference	58,413.00	800.00
Travelling/Foreign Travel Exps	2,131,332.00	2,559,485.72
Commission on Sales/Purchase	14,386,669.05	5,565,081.60
Discount on Sales	14,515.00	171,560.00
Clearing & Forwarding - Exports	20,630,445.86	13,559,848.00
Excess/Short Provision w/off/back	264,477.00	0.00
Vehical exps/Petrol/R&M Exps	374,385.00	422,525.86
Profession Tax Company	3,500.00	8,920.00
Assessment Dues/Interest-TDS	2,637.00	0.00
Provision for doubtful debts	666,624.00	0.00
Safety & Pollution Control Exp	207,031.00	141,007.00
Madras Office Expenses	62,927.00	70,816.00
Madras salary expenses	145,875.00	103,022.00
Merger/EOGM Expenses/Secretarial Exps	49,207.00	385,029.00
Commission to Director(Mrs.B.V. Palkar)	372,369.00	213,579.00
Excise MOT Charges	25,785.00	31,590.00
Transport Freight Toll & Octroi-SALES	6,283,087.00	5,783,678.00
Packing Material Expenses	771,724.00	470,357.00
Export Consignment Exps (ECGC/DGFT)	1,982,115.31	1,682,671.00
Insurance Charges - Exports	565,635.00	389,044.00
Total Admn, Selling & Distribution Exps	66,346,975.40	44,893,550.28
Schedule 16 - Interest & Finance Charges		
Bank Charges	1,783,067.74	3,248,415.00
Bank Int/LC/EPC/CC/BG/Term Loan	13,533,164.00	8,700,975.66
Bill Discouting Charges	377,901.00	753,359.71
Interest on FCNRB Term Loan	1,242,895.00	658,175.00
Interest on Forward Contract/Derivative Losses	697,503.90	0.00
Interest on Vehical Loan & Other Loan	220,641.64	121,180.10
Interest Expenses - Hire Purchase	512,703.09	245,468.42
Interest on Factoring	253,970.01	0.00
Loan Processing Fees (Finance)	970,404.00	0.00
Total Interest & Finance Charges	19,592,250.38	13,727,573.89



AUDITORS' REPORT

We have audited the attached cash flow statement of **INDO AMINES LIMITED** derived from the audited financial statements, books and records maintained by the Company for the years ended 31st March, 2008 and found the same in agreement therewith.

Cash flow statement for the year ended 31 st March, 2008				
Particulars for the year ended	31 st March, 2008		31 st March, 2007	
	Rs	Rs	Rs	Rs
A. Cash Flow From Operations				
Profit/(loss) before taxation		33,518,513		21,571,191
Adjusted for:				
Depreciation	22,881,056		18,038,659	
Merger Expenses W/off	0		178,600	
Goodwill on issue of Shares to amalgamating companies	0		(490,253)	
Interest & Finance Charges	19,592,250		13,727,574	
Bank Interest Received	(976,881)	41,496,425	(170,779)	31,283,801
Operating Profit/(Loss) before Working Capital Changes:		75,014,938		52,854,992
Trade & Other Receivables	(43,765,301)		(52,384,150)	
Inventories	824,369		(34,694,986)	
Trade Payables	(5,452,803)		79,685,821	
Provision for Taxation	(11,800,000)		(9,000,000)	
Provision for FBT	(305,000)		(283,000)	
Income tax excess prov written back	1,36,644		0	
Loans & Advances	(91,02,202)	(69,464,294)	(28,163,501)	(44,839,816)
Net Cash from Operations (A)		5,550,645		8,015,176
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets		(24,714,781)		(25,167,098)
Capital Advance for Fixed Asset				(6,136,002)
Purchase of Investment		0		(4,244)
Interest Received from Bank		976,881		170,779
Net Cash used in investing activity(B)		(23,737,900)		(31,136,565)
C. Cash Flow from Financing Activities:				
Share Capital Increase		2,867,500		0
Finance Received from Bank		23,555,641		46,117,025
Finance from Unsecured Loans		16,419,780		(2,674,443)
Interest & Finance Charges		(19,592,250)		(13,727,574)
Amalgamation Expenses		0		0
Cash Flow from Financing Activity (C)		23,250,670		29,715,008
Net Increase in Cash & Cash Equivalents(A+B+C)		5,063,415		6,593,619
Opening Balance of Cash & Cash Equivalents		12,812,023		6,218,405
Closing Balance of Cash & Cash Equivalents		17,875,438		12,812,024
For INDO AMINES LIMITED		For KULKARNI & KHANOLKAR Chartered Accountants		
V. B. Palkar (Managing Director) Place : Dombivli Date : 30 th June, 2008	K. H. Shah (Whole Time Director)	P. D. Joshi (Partner)		


INDO AMINES LIMITED
SEGMENT REPORTING - 2007-2008

- (A) The Company has identified three major Geographical Segments as required by Accounting Standard - 17 'Segment Reporting' and on the basis of which The Company reports internally.

These segments are :

- 1) Dombivli Unit - Manufacturing of Chemicals like Organic Chemicals, & Speciality Chemicals.
- 2) Baroda Unit - Manufacturing of Chemicals like Fatty Amines, Quaternary Ammonium Compounds etc.
- 3) Rabale Unit - Manufacturing of Bulk Drugs & Intermediates for pharmaceutical companies.

(B) SEGMENTWISE DETAILS (PRIMARY)

Particulars	Dombivli	Baroda	Rabale	Consolidated
SEGMENT REVENUE				
Total Revenue	668,799,037	164,430,457	126,378,231	959,607,725
Less : Inter Segment Revenue	77,640,810	28,194,209	19,560,596	125,395,615
Total Segment Revenue	591,158,227	136,236,248	106,817,635	834,212,110
SEGMENT RESULT				
Total Segment Results (PBT)	22,458,026	-5,193,759	16,254,245	33,518,513
OTHER INFORMATION				
Fixed Asset (Net Block)	52,270,229	30,060,650	9,770,586	92,101,466
Net Current Assets	13,32,80,080	24,682,768	51,512,711	20,94,75,558
Depreciation	13,323,216	7,258,355	2,299,484	22,881,055

(C) SEGMENTWISE DETAILS (SECONDARY)

Particulars	Inside India	Outside India	Consolidated
SEGMENT REVENUE			
Total Revenue	522,337,444	422,214,198	944,551,641
Total Segment Revenue	522,337,444	422,214,198	944,551,641
OTHER INFORMATION			
Fixed Asset (Net Block)	92,101,466	0	92,101,466



INDO AMINES LIMITED

Related party disclosures under Accounting Standard 18 :

A) Name of the related parties	Nature of relationship
i) Versatile Chemicals Ltd. ii) Oleo Formulations Pvt. Ltd. iii) Techno Holdings (I) Pvt. Ltd. iv) Techno Securities (I) Pvt. Ltd. v) Palkar Finance & Consultancy Services Pvt. Ltd. vi) Marvel Indenting Pvt. Ltd. vii) Mecham Engineers viii) Universal Distributor ix) Pure Organics Industries Ltd x) Unigroup Resources Pvt Ltd xii) Market Creators Ltd xiii) J Harkishndas & Co. Xiv) Indo Amines (Europe) Ltd.	Associates

Directors & Relatives

Mrs Bharati V Palkar	Chairperson & Director
Mr Vijay B Palkar	Managing Director
Mr Kirit H Shah	Whole Time Director
Mr Rahul V Palkar	Executive Director
Mr N G Mane	Executive Director
Mr Suresh Iyer	Independent Director
Mr Milind Patil	Executive Director
Mr Raghuvendra Ravi	Independent Director
Mr Dhaval Vora	Independent Director
Dr J H Shah	Independent Director
Mrs Ashwini R Palkar	Chief Financial Officer

B) Nature of Transactions with Related Parties during the year:

Nature of Transactions	Associates	Directors
Sales Income	1,966,848	-
Commission on profit before tax	-	372,369
Office Rent	150,000	
Purchase	107,191,270	
Processing Charges	7,111,780	-
Directors Remuneration	-	3,346,000
Commission on Sales	88,580	
Commission on Export Sales	6,761,296	
Outstanding as at year end 31/03/2008		
Net Receivables	1,869,422	
Net Payables	24,657,027	



Schedule 17

Notes forming part of the accounts for the year ended 31st March, 2008.

1. SIGNIFICANT ACCOUNTING POLICIES

- A. Basis of Accounting :** The financial statements are prepared under historical cost convention, in accordance with applicable mandatory accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.
- B. Use of Estimates:**
The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the reasons are known/ materialized.
- C. Capital Expenditure:**
- i) The cost of major civil works required for plant and machinery support is considered as plant and machinery.
 - ii) Fixed Assets are stated at cost less accumulated depreciation. Cost of acquisition or construction inclusive of purchase price, duties, levies and any directly attributable cost of bringing the assets to its working condition for the intended use.
- D. Depreciation:**
Depreciation on Fixed Assets is provided on Written Down Value method at the rates prescribed in Schedule XIV of the Companies Act, 1956. In case of plant & machinery rate of depreciation charged on the basis of triple shift rate as per Schedule XIV of the Companies Act, 1956.
- E. Inventories:**
Inventories are stated at lower of cost and net realizable value. The cost of inventories are arrived at as follows :
- | | |
|------------------------|--|
| Raw Materials, Packing | |
| Material & fuel | : Valued on Average Cost. |
| Work-in-process | : At Raw Material Cost. |
| Finished Cost | : At Raw Material Cost plus estimated overheads. |
- F. Revenue Recognition :**
Sale of products is recognized when the products are shipped from the factory / stock points to the customers. Sales include excise duty & sales tax. Revenue in respect of interest, commission, etc. is recognized only when it is reasonably certain that ultimate collection will be made.
- G. Excise Duty on Finished Goods:**
Closing stock of finished goods includes excise duty @ 14.42%. Similarly provision is made for Excise Duty payable in respect of finished goods lying in the factory premises as at year-end.
- H. Foreign exchange transactions (AS-11):**
Foreign exchange transactions are recorded at a predetermined rate. Exchange differences arising on settlement of export sales are accounted for as exchange gain/loss as the case may be. The current assets/liabilities in foreign currency on the date of the balance sheet are translated at the prevailing rate on the balance date and the exchange gain/loss arising from such translation is recognized in the Profit & Loss account
- I. Employee benefits (AS-15):**
- A) Defined Contribution Plan – Contribution to Defined contribution plan namely employer’s contribution to Provident fund & Pension Plan is charged to Profit and Loss Account Rs. 5,47,535/-
 - B) Defined Benefit Plan - The employees Gratuity Fund Scheme managed by Life Insurance Corporation of India is defined benefit Plan. The present value of obligation is determined by Life Insurance Corporation of India on actuarial valuation. The contribution of Rs. 2,06,233/- paid to Life Insurance Corporation of India is charged to Profit and Loss Account.
 - C) Leave Encashment - Employees are entitled to accumulate unavailed leave for a maximum period of 3 months. Unavailed leave of Rs. 2,65,553/- is encashed & charged to Profit & Loss Account.

**J. Accounting for Taxes on Income (AS-22) :**

Current tax is determined in accordance with the provision of the Income tax Act, 1961, as the amount of tax payable to tax authorities in respect of taxable income using the applicable tax rates.

In accordance with Accounting Standard 22 – 'Accounting for Taxes on Income', the Company has recognized deferred tax arising out of timing differences between taxable income and accounting income that are capable of reversal in one or more subsequent years and are measured using relevant enacted tax rates.

K. Financial and Derivative Instruments:

- Nominal amount of forward contracts entered into by the Company and outstanding as on 31st March 2008 amounts to Rs. 2,99,82,250/-.
- All Forward contracts entered into by the Company are for hedging purpose only.
- In respect of outstanding Forward contracts, there is unrealized loss as on 31st March 2008 amounts to Rs. 6,97,503.90 which has been provided in the books.

2. Leases (AS-19):

Assets acquired under finance leases are recorded at the Invoice value. The lease payments are apportioned between the finance charge & the reduction of liability to the lessor. The finance charge is accounted for in the Profit & Loss account on a proportionate basis.

(a) Fixed assets taken on finance lease:

Future obligations towards lease rentals under the lease agreements as on 31st March, 2008 amounts to Rs. 27,45,414.87 (Previous Year Rs. 8,13,546.78)

Particulars	Total Minimum Lease Payments Outstanding as on 31/03/2008	Future Interest on outstanding	Present Value of Lease Payments
Expired within one year	11,05,952.72	3,94,551.28	15,00,504
Expired Later than 1 year & not later than 5 years	16,39,462.15	2,03,589.85	18,43,052
Later than five years	NIL	NIL	NIL
TOTAL	27,45,414.87	5,98,141.13	33,43,556.30
(Previous Years Total)	8,13,546.78	71,719.22	8,85,266.00

(b) General Description of Lease terms: Finance Lease

- Lease rentals are charged on the basis of agreed terms.
- Assets are taken on lease over a period of 3 to 15 years.

3. Equity Warrants:

In terms of the approval of shareholders of the Company and as per the applicable statutory provisions including Securities and Exchange Board of India (Disclosure & Investor Protection) Guidelines 2000, the Company, on 1st October, 2007 has issued and allotted 3,75,000 warrants on preferential basis to entities in the Promoter Group entitling them to apply for equivalent number of fully paid up equity shares of Rs. 10/- each of the Company, at a price of Rs. 13/- per equity share. The warrant holders have a right to apply for equity shares within 18 months from the date of allotment of warrants. Amounts received against the warrants are shown as Equity Share Warrants in the Balance Sheet, pending exercise thereof.

4. The balances of debtors, creditors, loans & advances are subject to confirmation. Sundry debtors includes debts due from companies under same management [u/s 370 (1B)]

Name of Parties	O/s as on 31 st March, 2008	Max. amt O/s during the year
Versatile Chemicals Ltd	1,87,67,167.76 Cr	4,22,58,908.42 Cr
Universal Distributors	3,153.00 Cr	38,583.00 Cr
Oleo Formulations Pvt. Ltd.	3,40,563.00 Cr	3,40,563.00 Cr
Indo Amines (Europe) Ltd.	32,46,710.00 Cr	32,46,710.00 Cr
Pure Organics Industries	21,416.00 Dr	43,851.00 Dr



5. The Company is in the process of identifying the Small Scale Units and Micro, Small and Medium Enterprises & hence:

- a) Interest, if any payable as per Interest on Delayed Payment to Small Scale and Ancillary Industrial Undertaking Ordinance 1993 and Micro, Small and Medium Enterprises Development Act 2006, is not ascertainable, and
- b) Amount payable to Small Scale Units is not ascertainable.

6. (a) C.I.F. Value of Imports **2007-2008** **2006-2007**

Raw Materials (Rs.) 22,42,71,585/- 20,10,58,325/-

(b) Expenditure in foreign currency **2007-2008** **2006-2007**

Foreign Travel / Commission, etc 1,07,92,816/- 33,77,007/-

(c) Earning in Foreign Exchange **2007-2008** **2006-2007**

FOB Value of Exports (Rs.) 44,53,92,394/- 29,57,58,287/-

7. Auditors Remuneration: **2007-2008** **2006-2007**

Audit Fees 1,68,540/- 150,000/-
 Tax Audit Fees 28,090/- 25,000/-
 Out of Pocket Exp 13,986/- 5,000/-

8. Director's Remuneration: **2007-2008** **2006-2007**

Salary & Allowances 33,46,000/- 29,60,400/-

9. Earning Per Share (AS-20) **2007-2008** **2006-2007**

Net Profit after Tax as per P&L A/c 2,14,13,513/- 1,22,88,191/-
 Total No of Equity Shares (Basic) 75,86,890/- 75,86,890/-
 Total No of Equity Shares (Diluted) 77,74,390/- 75,86,890/-
 Earning Per Share (Basic) 2.82 1.62
 Earning Per Share (Diluted) 2.75 1.62

10. Percentage of Consumption of Raw Materials, spare parts, components, etc.

Particulars	2007-2008		2006-2007	
	Value in Rs.	%	Value in Rs.	%
Imported	27,40,36,271	50.12	Not Quantifiable	
Indigenous	27,26,72,156	49.88	Not Quantifiable	
Total Consumption	54,67,08,427	100.00	41,78,43,246/-	100.00

11. Contingent Liabilities:

- a) Contingent Liability in respect of Income tax for the Assessment Year 2005-06 is amounting to Rs. 54,74,425/- .
- b) Contingent Liability in respect of Central Sales tax for the financial year 2005-2006 is amounting to Rs. 16,07,607/- .
- c) Contingent Liability in respect of Excise Duty for the Financial year 2005-06 is amounting to Rs. 2,82,341/-
- d) Letter of Credit with SBI for Import Bills is amounting to Rs. 385.42 Lacs. (Previous Year Rs. 230.63 Lacs)
- e) Letter of Credit with SBI for Local Bills is amounting to Rs. 6.28 Lacs. (Previous Year Rs. 6.20 Lacs)
- f) Bank Guarantees with SBI is amounting to Rs. 56.99 Lacs. (Previous year Rs. 12.95 Lacs)
- g) Contingent Liability will be reduced by Rs. 1,38,12,364/- on account of Cash Margin kept with the issuing bank in the form of TDR's against the said LC's & BG's.



12. Licensed Capacity and Installed Capacity:	2007-2008	2006-2007
a. Licensed Capacity	NIL	NIL
b. Installed Capacity		
Fatty Amines /Quaternary Ammonium Compound	4740 MT	3250 MT
Organic Chemicals	1860 MT	1250 MT
Specialty Chemicals	3000 MT	1500 MT
Bulk Drugs	1200 MT	500 MT

13. Details of Opening Stock, Sales & Closing Stock of Finished Goods as at 31/3/2008.

Sr	Product Name	Opening Stock Qty.	Value as on 1/4/2007	Production Quantity	Quantity Sold	Value of Goods Sold	Closing Stock Qty.	Value as at 31/3/2008
A	Fatty Amines	1,440	131,829	1,037,267	1,033,097	112,362,767	5,610	657,288
B	Organic Chemicals,	8,035	944,664	734,588	741,799	64,674,415	824	192,804
C	Performance Chemicals	2,940	131,213	1,244,315	1,212,815	47,993,928	34,440	1,230,909
D	Quaternary Ammonium Compound	20,180	1,205,888	106,135	112,910	8,701,531	13,405	785,851
E	Short Chain Amine	12,322	1,643,609	384,564	390,676	82,913,755	6,210	1,070,281
F	Speciality Chemicals	38,528	7,497,211	2,113,930	2,127,708	467,685,318	24,750	5,411,598
G	Bulk Drugs	7,349	1,325,196	668,659	652,308	118,718,577	23,700	8,488,521
H	Others(RM Cleared)			428,209	428,209	26,588,160		
		90,794	12,879,610	6,717,666	6,699,521	929,638,451	108,939	17,837,253
	Bhiwandi Sales*	6,760	625,658	303,644	307,469	29,789,185	2,935	352,270
		97,554	13,505,268	7,021,310	7,006,990	959,427,636	111,874	18,189,523
	Less : Interbranch Transaction					125,395,615		
	Add: Sales Processing					180,090		
				834	212,111			
	Add: Excise Duty Collected on Sales					93,614,797		
	Add: VAT/CST on Sales					16,724,734		
	Add: Excise Duty on F.G.		2,154,542					2,622,929
	As per Books	97,554	15,659,810	6,717,666	6,699,521	944,551,642	111,874	20,812,452

* Bhiwandi Op Stock includes Stock in transit Qty 4260 of Value Rs. 4,31,591/-


14. Raw Material Consumed During the Year 2007-2008

Inventory Details	RMC 2007-2008		RMC 2006-2007	
	RMC (Qty)	RMC (Value)	RMC (Qty)	RMC (Value)
Organic Chemicals	3,955,464	185,381,663	3,043,905	157,728,013
Speciality Chemicals	5,233,869	406,621,318	2,712,990	221,918,083
Consumable Gases(H ₂ /NH ₃)	1,795,366	43,482,479	1,333,734	40,432,880
Fatty Amine/Fatty Acid	2,32,330	20,296,792	2,544,472	92,051,505
	11,217,028	655,782,251	9,635,101	512,130,481
Less: Inter-branch Transaction		125,395,615		94,287,234
Add: Transport/ freight/etc		16,321,789		
Raw Material Consumption	11,217,028	546,708,426	9,635,101	417,843,247

15. Computation of net profits in accordance with section 349 of the companies act, 1956 and the commission payable to the director:

Profit before tax as per statement of Profit and Loss A/c	3,35,18,513
Add : Directors Fees	33,46,000
Add : Commission on Profit	3,72,369
Profit before tax & Before Director Remuneration & Commission	3,72,36,882
1% Commission to B. V. Palkar (Provision)	3,72,369

16. Previous year's figures have been regrouped / rearranged wherever necessary.
17. Balance sheet abstract and Company's General Business Profile:

(a) Registration Details	:	Registration Number: 70022
State Code	:	11
Balance Sheet Date	:	31 st March 2008.

(b) Capital raised During the Year:

Share Application money Rs. 28,67,500/- towards Convertible warrants.

(c) Position of mobilization & deployment of Funds

Total Liabilities	Rs. 302,257,623	Total Assets	Rs. 302,257,623
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Sources of Funds

Paid up Capital	Rs. 75,868,900	Reserves & Surplus	Rs. 44,130,556
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Equity Warrants	Rs. 28,67,500
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Secured Loans	Rs. 161,591,604	Unsecured Loans	Rs. 17,799,063
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Application of Funds

Net Fixed Assets	Rs. 92,101,466	Net Current Assets	Rs. 209,475,558
Deferred Tax Assets	Rs. 676,355	Investment	Rs. 4,244

Miscellaneous Expenditure Rs. NIL

(d) Performance of the Company

Turnover (Total Income)	Rs. 944,551,641	Total Expenditure	Rs. 932,455,219
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Profit/(Loss) before Tax	Rs. 33,518,513	Profit After Tax	Rs. 21,813,253
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Basic EPS (in Rs)	2.82	Dividend Rate (%)	: NIL
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Diluted EPS (in Rs.)	2.75
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**(e) Generic Names of the Three Principal products of the Company**

Item Code No.: 292119 Product Descriptions: Fatty Amines & Derivatives

Item Code No.: 340290 Product Descriptions: Organic, Surface Active Agents

Item Code No.: 340490 Product Descriptions: Artificial Waxes

18. Principles of Consolidation:

- a. The Consolidated Financial statements have been prepared in accordance with AS-23 "Accounting for Investments in Associates in Consolidated Financial Statements" issued by Institute of Chartered Accountants of India. The Consolidated Financial Statements relate to Indo Amines Ltd. and its Associates Company Indo Amines (Europe) Ltd.
- b. The Financial statements of Associates used in consolidation are drawn up to the same reporting date as that of parent company i. e. year ended 31st March 2008.
- c. The Associates considered in the financial statement is:

Name of the Company	Country of Incorporation	Date of Association	% of Voting Power held as at 31.03.2008
Indo Amines (Europe) Ltd. Date of Incorporation 10/03/2006	United Kingdom	26/4/2006	50%

- d. The Accounting policies followed by the Associate Company are in line with the parent Company.
- e. The share of profit in the profit of Associate is Rs. 3,97,148.91(Previous year Rs. 79,702.50)
- f. Consolidated Financial Results of the Company are as annexed herewith.



Auditor's Report to the Members of INDO AMINES LIMITED

1. We have audited the attached Consolidated Balance Sheet of Indo Amines Ltd. and its Associate Company "Indo Amines (Europe) Ltd.", as at 31st March, 2008, the Profit and Loss account for the year ended on that date annexed thereto. These consolidated financial statements are the responsibility of the company's management & have been prepared by the Management on the basis of separate Financial Statements & other financial information regarding parent and its Associate. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. The Financial Statements of the Associate reflex the Company's Share of Profit (Net) the year ended 31st March, 2008 of Rs. 3,97,148.91 (after reducing Indo Amines Share of expenses Rs. 17,597.50 pertaining to F.Y. 2006-07). We are informed that the Associate which is incorporated in UK is exempted from audit and its unaudited results have been considered while preparing the consolidated financial Statements.
4. We report that the Consolidated Financial Statements have been prepared by the Company's Management in accordance with the requirements of the AS-23 'Accounting for Investments in Associate in consolidated Financial Statement' issued by the Institute of Chartered Accountants of India and on the basis of the separate un audited statements of its Associate included in the Consolidated Financial Statements.
5. Further to our comments in the Annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
 - (iii) The Balance sheet, Profit and loss account and cash flow statement dealt with by this report are in agreement with the books of accounts.
 - (iv) In our opinion, the Balance Sheet, Profit and Loss account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2008 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2008 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - (vi) *During the year, Company has entered into transactions of purchase, sale & supply of goods & services with the other companies in which the directors are interested. However, company has not obtained prior approval of the Central Government as required u/s 297 of the Companies Act, 1956.*

Subject to our comments in paragraph (vi) above, and non availability of the audited accounts of the Associate "M/s Indo Amines (Europe) Ltd." whose accounts are incorporated in the consolidated financial statements, in our opinion and to the best of our information and according to the explanations given to us, the said accounts give a true & fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the company as at 31st March 2008;
- (b) in the case of the Consolidated Profit and Loss account, of the Profit for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement has not been prepared and hence we can not express any opinion there.

**For Kulkarni & Khanolkar
Chartered Accountants**

**Place: Mumbai
Date: 30th June, 2008**

P. D. Joshi



INDO AMINES LIMITED
Consolidated Balance Sheet as at 31st March, 2008

Particulars	Sch. No.	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
SOURCES OF FUNDS :			
Shareholders' Funds			
Share Capital		75,868,900.00	75,868,900.00
Equity Warrants		2,867,500.00	0.00
Reserves & Surplus		44,604,983.89	22,260,361.07
		123,341,383.89	98,129,261.07
Loan Funds			
Secured Loans		161,591,604.48	138,035,963.90
Unsecured Loans		17,799,062.87	1,379,282.78
		179,390,667.35	139,415,246.68
Deferred tax Liability		0.00	0.00
TOTAL LIABILITIES		302,732,051.24	237,544,507.75
APPLICATION OF FUNDS :			
Fixed Assets			
Gross Block		207,388,824.89	174,419,762.67
Less: Depreciation		115,287,359.22	92,406,303.04
Net Block		92,101,465.68	82,013,459.63
Add : Capital WIP		0.00	8,254,280.76
Total Fixed Assets		92,101,465.68	90,267,740.39
Investments (Long Term)		478,672.02	83,946.50
Indo Amines (Europe) Ltd. (25 A type & 25 B type Equity shares of face value 1GBP each valued at Rs. 84.88 per GBP)			
Share of Profit in Associate		0.00	
Total Carrying Cost of Investment		478,672.02	83,946.50
Current Assets, Loans & Advances			
Inventories		113,431,581.05	114,255,950.05
Sundry Debtors		194,590,781.21	150,825,480.52
Cash & Bank Balances		17,875,438.26	12,812,023.12
Loans & Advances		61,074,057.96	51,971,855.60
Total Current Assets		386,971,858.48	329,865,309.30
Less : Current Liabilities & Provisions		177,496,299.94	182,949,103.44
Net Current Assets		209,475,558.54	146,916,205.86
Miscellaneous Expenditure (To the extent not written off)		0.00	0.00
Deferred tax Assets/(Liab)		676,355.00	276,615.00
Public Issue Expenses			0.00
Amalgamation Expenses			0.00
TOTAL ASSETS		302,732,051.24	237,544,507.75

Notes to the Accounts

As per our report attached

For KULKARNI & KHANOLKAR
Chartered Accountants

For and on behalf of the Board of Directors

P. D. Joshi
Partner

Place : Dombivli.

Date : 30th June, 2008

V. B. Palkar
Managing Director

K. H. Shah
Whole Time Director



INDO AMINES LIMITED
Consolidated Profit & Loss A/c for the year ended 31st March, 2008

Particulars	Sch. No.	Current Year 2007-2008 (Rs.)	Previous Year 2006-2007 (Rs.)
INCOME :			
Sales Turnover			
Local Sales		522,337,443.64	439,628,014.52
Export Sales		422,214,197.79	309,942,568.85
Total Turnover		944,551,641.43	749,570,583.37
Other Income		16,987,905.59	7,213,874.87
Increase/(decrease) in Stock		6,648,951.00	6,366,966.89
Other Income		23,636,856.59	13,580,841.76
Total Income		968,188,498.02	763,151,425.13
EXPENDITURE:			
RM/PM/FUEL Consumed		618,734,073.74	450,944,358.58
Purchase of Finished Goods (Bhiwandi)		0.00	40,194,986.97
Manufacturing Expenses		204,900,864.36	173,005,976.57
Administrative, Selling & Distribution Exps(**)		68,067,413.87	45,568,435.82
Interest & Financial Charges		19,592,250.38	13,727,573.89
Depreciation		22,881,055.35	18,038,659.26
Total Expenditure		934,175,657.70	741,479,991.09
Profit Before Tax		34,012,840.33	21,671,434.04
Provision for Current Tax		-11,897,178.12	-9,020,541.01
Provision for Current Fring Benefit Tax		-305,000.00	-283,000.00
Short/Excess Prov of Prev Yr IT		136,644.00	0.00
Provision deferred tax assets/(Liabilities)		399,740.00	1,504,895.88
Profit After Tax		22,347,046.21	13,872,788.91
Goodwill on Amalgamation		0.00	-490,253.11
Transfer to General Reserve		-10,000,000.00	-10,000,000.00
Balance c/fd to Balance Sheet		12,347,046.21	3,382,535.80

(**) : Admn, Selling & Distribution Expenses includes Accounting Cost of UK Auditor pertaining to F.Y. 2006-07 Rs. 17,597.50

Earning per Share (in Rupees)

Basic (EPS) (No. of Eq. Shares = 75,86,890)

2.87

1.67

Diluted (EPS) (No. of Eq. Shares = 77,74,390)

2.81

NIL

As per our report attached

For KULKARNI & KHANOLKAR
Chartered Accountants

For and on behalf of the Board of Directors

P. D. Joshi
Partner

Place : Dombivli.

Date : 30th June, 2008

V. B. Palkar
Managing Director

K. H. Shah
Whole Time Director



**INDO AMINES LIMITED
W-38/39, PHASE II, MIDC, DOMBIVLI (E), DIST. THANE
ATTENDANCE SLIP**

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the **15th Annual General Meeting** of the Company at C.K.P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivli (E), Dist.: Thane - 421 201 on **Monday the 22nd September, 2008** at 11.00 A.M.

Name of the Shareholder

Signature

Folio No. _____

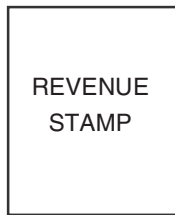
(Full name of Proxy)

Note : No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

**INDO AMINES LIMITED
W-38/39, PHASE II, MIDC, DOMBIVLI (E), DIST. THANE
PROXY FORM**

I/We of
..... in the district of being a member/members of the above named
of, or failing him of
..... In the district of as
my/our proxy to vote for me/us on my/our behalf at the **15th ANNUAL GENERAL MEETING** of the Company to be held at
C.K.P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivli (E), Dist.: Thane - 421 201 on **Monday the
22nd September, 2008** at 11.00 A.M. and at any adjournment thereof.

Signed this day of, 2008
Reg. Folio No.
No. of Shares



Note : This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.