



INDO AMINES LIMITED

Regd. Office: W-38/39, Phase II, MIDC, Dombivli (East) Thane - 421204

POSTAL BALLOT FORM

(1) Name & Registered Address of the sole/first named shareholder:

(2) Name(s) of the joint holder(s) (if any):

(3) Registered Folio No. / Client ID/DP ID No.*: *(Applicable to investors holding shares in dematerialised form)

(4) Number of Shares held:

(5) I/we hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through the postal ballot for the business stated in the notice of the company dated Saturday the 9th January, 2010 by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below

Resolution No.	Description	No. of Equity Shares held	I/We assent to the Resolution (For)	I/We dissent from the Resolution (Against)
1.	Ordinary Resolution under section 293(1)(a) of the Companies Act, 1956 for authority to the Board of Directors to sell, lease, mortgage, transfer and/or other dispose off the whole or any part of the Company's undertaking.			
2.	Ordinary Resolution under section 293(1)(d) of the Companies Act, 1956 for authority to Director to borrow not exceeding Rs.200 Crores (Rupees Two Hundred Crores Only).			

Place :

Date :

(Signature of Member/Beneficial Owner)

Telephone No:

Email ID:

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE

P.T.O.

INSTRUCTIONS

1. A Member desirous of exercising his/her vote by postal ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However envelopes containing Postal Ballot Form, if sent by courier at the expenses of the member but using the postage pre-paid envelope will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Member as per specimen signature registered with the Company. In case, shares are jointly held, this Form should be completed and signed by the first named member and in his/ her absence, by the next named member.
4. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (1700 hrs) on Thursday, the 18th February, 2010. Postal Ballot Forms received after that date will be strictly treated as if the reply from such members has not been received. The members are requested to send the duly completed Postal Ballot Forms well before Thursday, the 18th February, 2010 providing sufficient time for postal transit.
5. The Voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on the date of notice i.e. Saturday, the 9th January, 2010.
6. In case of shares held by Companies, Trusts, Societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to the person voting on the Postal Ballot Form.
7. Members are requested to indicate their assent/dissent in the appropriate column under paragraph 5 of the Postal Ballot Form and not to send any other paper (other than the resolution/authority as mentioned under item nos.3 and 6 above) along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.
8. There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of Joint Member(s).
9. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms or unsigned Postal Ballot Forms will be rejected.
10. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution.
11. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
12. The item of business covered by this Postal Ballot will not be transacted at any Annual General Meeting even though Members who have not exercised their franchise through Postal Ballot might be present in person or through proxy at the meeting.
13. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to Mr. Vijay B. Palkar, Managing Director, Indo Amines Limited at the registered office of the Company situated at W-38/39, Phase II, MIDC, Dombivli (East) Thane - 421204 Tel: +91-251-2871354, Fax No: +91-251-2871635, Email: shares@indoaminesltd.com



INDO AMINES LIMITED

Regd. Office: W-38/39, Phase II, MIDC, Dombivli (East) Thane - 421204

NOTICE UNDER SECTION 192A(2) OF THE COMPANIES ACT, 1956

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001.

To,
The Members,

NOTICE is hereby given to the Members of Indo Amines Limited (hereinafter referred to as the "Company" or IAL) for passing the following resolutions relating to authority to the Board of Directors to sell, lease, mortgage, transfer and/or otherwise dispose off the whole or any part of the Company's undertaking, in pursuance of provisions of section 293(1)(a) of the Companies Act, 1956 and authority to the Board of Directors to borrow not exceeding Rs.200 Crores (Rupees Two Hundred Crores) pursuant to section 293(1)(d) of the Companies Act, 1956 requires the approval of the Members by way of the Ordinary resolutions.

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders for the above purpose is required to be obtained by means of postal ballot. Accordingly, the proposed Ordinary Resolutions and Explanatory Statement thereto are sent to you along with a Postal Ballot Form for your consideration. The Company has appointed Mr. Hemant S. Shetye, Partner of HS Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form and return the same duly completed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before Thursday the 18th February, 2010.

The scrutinizer shall submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced at the registered office of the Company on or before Monday, the 22nd February, 2010. Additionally, the results will be published in the newspapers.

In the event the draft resolutions as set out are assented to by requisite majority of Shareholders by means of a Postal Ballot, it shall be deemed to have been passed as Special Businesses at an Extraordinary General Meeting. The date of announcement of the result of the Postal Ballot shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said resolutions.

1. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 293(1) (a) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors of the Company to sell, lease, mortgage , transfer, and/or otherwise dispose of the whole or any part of the Company's existing undertaking and/or future undertakings as may be acquired, comprising of any part of its assets and liabilities, as a going concern, on such terms and conditions and in such form and in such manner as the Board of Directors of the Company may decide in the interest of the Company with full power and authority to the Board of Directors to do all such acts and things as may be necessary, desirable or expedient to give effect to this Resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized without further referring to the members of the Company to sell, lease, mortgage, transfer or otherwise dispose of the various assets individually or collectively, comprising of Freehold land along with building, plant & machinery and other assets of the said unit on "As on where on basis" for such consideration to be determined by taking net aggregate of the book value of each of the identified assets less liabilities as appearing in the books of the Company on such date pertaining to the said "Unit" with power to the Board to finalize the terms and conditions as well as means, methods or modes in respect thereof, determining the effective date, if need to be changed, and to finalize and execute all required documents including schemes, agreements, memorandum, deeds of assignment / conveyance and other documents with such modifications as may be required from time to time and to do and perform all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their discretion for completion of the transaction as aforesaid in the best interest of the Company including the power to delegate, to give effect to this resolution."

(P.T.O)

2. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the consent of the company be and is hereby accorded to the Board of Directors under section 293(1)(d) of the Companies Act, 1956 to borrow any sum of moneys from time to time notwithstanding that the money or monies to be borrowed together with the moneys already borrowed by the company (amount from temporary loans obtained from the companies bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the company and the free reserves, that is to say, reserves not set apart for any specific purpose, provided however, the total amount so borrowed shall not exceed Rs.200 crores (Rupees Two Hundred Crores Only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowings aforesaid and further to do all such acts, deeds and things to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

For and on behalf of the Board

Vijay B. Palkar
Managing Director

Registered Office:

W-38/39, Phase II, MIDC, Dombivli (East), Thane - 421204.

Place: Dombivli, Thane

Date: 9th January, 2010

Annexure:

1. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.
2. Postal Ballot Form.
3. Postage pre-paid return envelope addressed to the Scrutinizer.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item Nos. 1 & 2:

In view of growing operations, the Company may acquire various assets including land, building, factory sheds, plant and machinery in the coming years. To part finance the project, the Company may also avail term loan/working capital facilities from Banks and Financial Institutions. During this process the Company would be required to charge or mortgage the existing and / or future assets of the Company.

Section 293(1) (a) of the Companies Act, 1956 provides that the Board of Directors shall not, without the consent of the shareholders of the Company in the General Meeting sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertaking of the Company. Accordingly, the sanction of the shareholders is sought in this resolution.

Pursuant to section 293(1)(d) of the Companies Act, 1956, consent of Shareholders is required for authorising the Board of Directors for borrowing in excess of paid up capital and free reserves of the Company in the form of ordinary resolution hence this resolution is proposed for your approval.

The Board accordingly recommends the ordinary resolutions as set out at Item No. 1 & 2 of the accompanying notice for the approval of the shareholders Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of resolutions by Postal Ballot) Rules, 2001.

None of the Directors of the Company are concerned or interested or deemed to be concerned or interested in passing of these resolutions.

For and on behalf of the Board

Vijay B. Palkar
Managing Director

Registered Office:

W-38/39, Phase II, MIDC, Dombivli (East), Thane - 421204

Place: Dombivli, Thane

Date: 9th January, 2010