



**Regd. Office** : Plot No. W-44, MIDC Phase II, Manpada Road,  
Dombivli (East), Dist. Thane - 421203. Maharashtra, India  
**Phone** : +91-251- 2871635, 2872227, 7045592703, 7045592706  
**Email** : shares@indoaminesltd.com  
**Website** : www.indoaminesltd.com  
**CIN** : L99999MH1992PLC070022

**INDO  
AMINES  
LIMITED**



Date: 17<sup>th</sup> July, 2019

To,  
Department of Corporate Service (DCS-CRD),  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.

**Sub.: Compliance under Regulations 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Ref.: Indo Amines Ltd (Scrip Code – 524648).**

Dear Sir/Madam,

Pursuant to Regulations 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting Annual Report for the Financial Year 2018-19, which is being dispatched / sent to the members through permitted mode(s).

This is for your information and record.

Thanking you,

Yours truly,  
For **Indo Amines Limited**



**Mukeshkumar Agrawal**  
Chief Financial Officer

# 26<sup>th</sup> ANNUAL REPORT 2018-2019

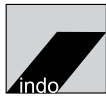


## **INDO AMINES LIMITED**

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*Passion for growth*

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**INDO  
AMINES  
LIMITED**

#### **VISION**

To be one of the Leading Indian Chemical Manufacture taking India to the world.

#### **MISSION**

Indo Amines Limited's ('IAL') mission is to be best-in-class Chemical Company committed to excellence in Chemical manufacture which provides its customer with strong mix of technical competency and Customer service.

IAL aims to enrich the product lines by providing unique specialty chemicals of high quality to enhance production and give maximum cost benefit to Buyers.

## BOARD OF DIRECTORS

- Dr. Deepak Kanekar, M.Sc. Ph.D.**  
Chairman & Non - Executive Director (DIN 02570268)
- Mr. Vijay B. Palkar, B.Sc. B.Tech**  
Managing Director & CEO (Promoter) (DIN 00136027)
- Mrs. Bharati V. Palkar, B.Sc**  
Whole Time Director (Promoter) (DIN 00136185) & CFO  
(up to 9th Feb, 2019)
- Mr. Rahul V. Palkar, M.Sc**  
Joint Managing Director (Promoter)(DIN 00325590)
- Mr. Changdeo Kadam, B.Sc.**  
Whole Time Director (DIN 00807296)
- Mr. R. Raghavendra Ravi, B.Sc. Tech, PGDM IIM A**  
Independent Non - Executive Director (DIN 00136289)
- Mr. Nishikant Sule, B.Sc.**  
Independent Non - Executive Director (DIN 03480278)
- Mr. Dhawal Vora, B.Com., ICWA, ACS**  
Independent Non - Executive Director (DIN 00130115)
- Mr. Madhav Narayan Nandgaonkar, B.Com., FCA**  
Independent Non - Executive Director (DIN 07739453)
- Mr. Mahendra Ramchandra Thakoor, Dip. in Electrical Engineering**  
Independent Non - Executive Director (DIN 01832396)
- Mr. Salim Dawood Memon, B.Com**  
Whole Time Director (DIN 00903766)
- Mr. Suneel Raje, Dip. in Textiles**  
Independent Non - Executive Director (DIN 07816980)
- Mr. Keyur Chitre, MS-Chemistry Stevens NJ**  
Whole Time Director (DIN : 07800503)
- Dr. Prof. Lakshmi Kantam, FNA, FNASC, FRSC, FMASC**  
Independent Non - Executive Director (DIN 07831607)
- Mr. Satish Chitale, B.Com, M.Com., ACMA., F.C.A.**  
Independent Non - Executive Director (DIN 08149259)
- Mr. Nandu Hariprasad Gupta, B.Com**  
Whole Time Director (DIN : 00335406) (w.e.f 10th Aug, 2018)
- Mr. Jayaprakash Anand Shetty, B.Com**  
Whole Time Director (DIN : 07980763) (w.e.f 25th Sept, 2018)

## KEY MANAGERIAL PERSONNEL

- Mr. Mukeshkumar Agrawal, B.com : CA Inter**  
Chief Financial Officer (CFO) (w.e.f 10th Feb, 2019)
- Ms. Tripti Sharma, BA&F, ACS, LLB**  
Company Secretary

## AUDITORS

- M/s. Sanjay M. Kangutkar**  
Chartered Accountants, Mumbai.

## INTERNAL AUDITORS

- M/s. V. V. Rane & Co.,**  
Chartered Accountants,  
Thane

## COST AUDITORS

- M/s. Gangan & Company**  
Cost Accountants,  
Thane

## SECRETARIAL AUDITORS

- M/s. AVS & Associates**  
Company Secretaries,  
Navi Mumbai

## BANKERS

- |                       |   |
|-----------------------|---|
| <b>IDBI Bank Ltd.</b> | <b>Dombivli Nagari Sahakari Bank Ltd.</b> |
| <b>RBL Bank</b>       | <b>Axis Bank</b>                          |
| <b>HDFC Bank</b>      | <b>SVC Bank</b>                           |
| <b>Yes Bank</b>       | <b>DBS Bank</b>                           |

## REGISTERED OFFICE

W-44, Phase II, MIDC, Dombivli (E), Dist. Thane. 421203  
CIN: L99999MH1992PLC070022  
Tel No.91 251 2871354/2870941/2873529/2870939  
Fax.91 251 287 1635/287 1666  
Web site: www.indoaminesltd.com  
Email ID: shares@indoaminesltd.com

## REGISTRARS & SHARE TRANSFER AGENTS

### BIGSHARE SERVICES PVT LTD.

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,  
Makawana Road, Marol, Andheri (East), Mumbai – 400 059  
Tel No. 022-62638200,  
Email Address: investor@bigshareonline.com

## MANUFACTURING FACILITIES AT:

- W-35, D-58, W162, W-37/38/39 and 38 part  
Phase II, MIDC, Dombivli (E), Dist. Thane – 421 203,  
Maharashtra.
- Survey No. 1723/1724/1746, Tundav, TalukaSavli, Baroda,  
Gujarat.
- W/265, W/266A, TTC INDL Area Rabale MIDC,  
Navi Mumbai – 400 701.
- Plot No.2, D-151, D- 152,D-70,J-5 Additional Industrial Area,  
Avadhan, MIDC, Dhule – 424006, Maharashtra.
- Plot No. K-33, MIDC Tarapur, Boisar, Dist. Palghar – 401506.
- Plot No. B-14, Mahad MIDC, Mahad.
- Plot No. A-39/A-40, Dombivli Industrial Area, MIDC Phase-I,  
Village Asde-Golavali, Off Kalyan Manpada Road,  
Dombivli (East), Thane – 421 203. Maharashtra.
- Plot Number E-6 MIDC Mahad District Raigad - 422 309,  
Maharashtra.
- Plot No. W-123, Phase II MIDC Dombivli, Thane – 421 203,  
Maharashtra.
- C-73, MIDC Mahad District Raigad - 422 309, Maharashtra

## SHARES LISTED AT:

Stock Exchange - BSE Limited

## 26th ANNUAL GENERAL MEETING

- Date : 10th August, 2019  
Day : Saturday  
Time : 11:30 AM  
Place : C. K. P Hall, Ram Ganesh Gadkari Path,  
Near Karwa Hospital,  
Dombivli (East), Thane-421 201

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## Notice

**NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDO AMINES LIMITED WILL BE HELD ON SATURDAY, 10TH AUGUST, 2019 AT 11:30 A.M. AT C.K.P. HALL, RAM GANESH GADKARI PATH, NEAR KARWA HOSPITAL, DOMBIVLI (EAST) - 421201, THANE TO TRANSACT THE FOLLOWING BUSINESS.**

### ORDINARY BUSINESS:

#### 1. To receive, consider and adopt:

- The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 including audited Balance sheet as at 31st March, 2019 and the statement of Profit & Loss A/c for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
- The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 including Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss A/c for the year ended on that date and the Report of Auditors thereon.

#### 2. Declaration of dividend:

To declare Final dividend of ₹ 1/- per equity shares for the Financial Year 2018-2019 as recommended by the Board.

- To appoint a Director in place of Mr. Salim Dawood Memon (DIN: 00903766) Director of the Company who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. Ratification of remuneration of Cost Auditor:

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

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 1,95,000/- (Rupees One Lakh Ninety Five Thousand Only) plus taxes and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit to M/s. Gangan & Company, Cost Accountants (FRN:100651) who were appointed by the Board of Directors as Cost Auditors of the Company, based on recommendations of Audit Committee, to conduct cost audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the financial year ending 31st March, 2020.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

#### 5. Re-appointment of Mr. Dhawal Vora (DIN:00130115) as an Independent Director of the company for the term of Three Years:

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013(‘Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force (‘Listing Regulations’) and as approved by Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee, Mr. Dhawal Vora, who was appointed as an Independent Director of the Company at the 21st Annual General Meeting of the Company and who held office of the Independent Director up to 31st March, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three consecutive years commencing from 1st April, 2019 to 31st March, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

#### 6. Re-appointment of Mr. R. Raghavendra Ravi (DIN:00136289) as an Independent Director of the company for the term of Three Years:

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions

**Notice (Contd..)**

of the Companies Act, 2013('Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force ('Listing Regulations') and as approved by Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee, Mr. R. Raghavendra Ravi, who was appointed as an Independent Director of the Company at the 21st Annual General Meeting of the Company and who held office of the Independent Director up to 31st March, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three consecutive years commencing from 1st April, 2019 to 31st March, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

**7. Re-appointment of Mr. Nishikant Sule (DIN:03480278) as an Independent Director of the company for the term of Three Years:**

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013('Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force ('Listing Regulations') and as approved by Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee, Mr. Nishikant Sule, who was appointed as an Independent Director of the Company at the 21st Annual General Meeting of the Company and who held office of the Independent Director up to 31st March, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three consecutive years commencing from 1st April, 2019 to 31st March, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

**8. Appointment of Mr. Jayaprakash Anand Shetty (DIN-07980763) as a Director & Whole-Time Director of the Company:**

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

**"RESOLVED THAT** Pursuant to the provisions of Section 152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Jayaprakash Anand Shetty (DIN:07980763) who was appointed as an Additional Director (Executive Director) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, notice in writing received from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** Pursuant to the applicable provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Jayaprakash Anand Shetty, Director of the Company be and is hereby appointed as Whole-Time Director of the Company for a period of three years with effect from 3rd November, 2018 to 2nd November, 2021, liable to retire by rotation on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, notwithstanding the fact that in any financial year the Company's profits made are inadequate.

Notice

Directors' Report

Annexures to Directors' Report

Standalone Financial Statements

Consolidated Financial Statements



## Notice (Contd..)

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

### 9. Re-appointment of Mr. Rahul Vijay Palkar (DIN:00325590) as Joint Managing Director of the Company for Three Years:

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

**"RESOLVED THAT** Pursuant to the applicable provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Rahul Vijay Palkar, Director of the Company be and is hereby re-appointed as Joint Managing Director of the Company for a period of three years with effect from 5th August, 2019 to 4th August, 2022 not liable to retire by rotation on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, notwithstanding the fact that in any financial year the Company's profits made are inadequate.

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

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

SD/-

**Dr. Deepak Kanekar**  
Chairman  
DIN:02570268

Place : Dombivli  
Date : 25th May, 2019

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

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

**Notice** (Contd..)

**CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATIONS UNDER SECTION 113 OF THE {INDIAN} COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, SUCH AS BOARD RESOLUTION OR POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING**

2. M/s. Sanjay M. Kangutkar & Associates, Chartered Accountants, Mumbai (FRN: 117959W), were appointed as Statutory Auditors of the Company at the 24th Annual General Meeting of the Company held on 29th December, 2017 from the conclusion of 24th Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended 31st March, 2022 in the Financial Year 2022-2023, subject to ratification by the members at every Annual General Meeting. Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and the rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
3. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
4. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days before the commencement of meeting in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
5. The Dividend of ₹ 1/- per share has been recommended by the Board of Directors for the year ended March 31, 2019 subject to approval of shareholders. Dividend, if approved at the Annual General Meeting (AGM), shall be paid on and from 16th August 2019 to those members whose names appear on the Register of Members as on Saturday, 31st July, 2019.
6. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 31st July, 2019 to Saturday, 10th August, 2019 (both days inclusive).
7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting ('AGM') is annexed hereto.
8. Members are requested to bring the Annual Report for their reference at the meeting. Admission Slip duly filled in shall be handed over at the entrance to the meeting hall, and duly signed in accordance with their specimen signature(s) registered with the Company/Registrar and Share Transfer Agent (RTA).
9. Members are informed that, in case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
10. Members, who hold shares in dematerialized form, are requested to quote Depository Account Number (Client ID No.) for easy identification of attendance at the meeting.
11. Pursuant to Sections 205A and 205C, and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/ unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, were required to be transferred to Investor Education and Protection Fund ('IEPF'). Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), came into with effect from September 7, 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed/unpaid dividends, remaining unclaimed/ unpaid including shares for a period of seven years from the date they became due for payment, have been transferred to the IEPF.

Details of dividend declared for the financial years from 2010-11 onwards are given below:

Financial Year	Declared on	Dividend %	Amount of dividend per share (face value: ₹ 10/-per share)
2010-2011 (Interim)	12th November, 2010	3%	0.70
2010-2011 (Final)	29th August, 2011	3%	0.30
2011-2012 (Final)	20th December, 2012	10%	1.00
2012-2013 (Final)	15th September, 2013	10%	1.00
2013-2014 (Final)	23rd August, 2014	5%	0.50



## Notice (Contd..)

Financial Year	Declared on	Dividend %	Amount of dividend per share (face value: ₹ 10/-per share)
2014-2015 (Final)	25th September, 2015	5%	0.50
2015-2016 (Interim)	13th February, 2016	5%	0.50
2015-2016 (Final)	06th August, 2016	5%	0.50
2016-2017 (Final)	29th December, 2017	10%	1.00
2017-2018 (Final)	25th September, 2018	10%	1.00

12. Members are requested to inform the Company's Registrars and Share Transfer Agents Viz. Bigshare Services Private Limited, regarding changes, if any in their registered address with the PIN code number.
13. In order to ensure safety against fraudulent encashment of dividend warrants, members holding shares in physical form are requested to furnish to the Company or Company's R&T Agents, Bigshare Services Private Limited, bank account details which will be printed on the dividend warrants.
14. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to company's registered office or at [shares@indoaminesltd.com](mailto:shares@indoaminesltd.com). Members are requested to bring their copies of Annual Reports to the Meeting.
15. Members holding shares in electronic mode are requested to notify change in address, if any, and update bank account details to their respective depository participant(s). We also request the members to utilize the Electronic Clearing System (ECS) for receiving dividends.
16. Electronic mode of the Notice of the 26th AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 26th AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that the Notice of the 26th AGM and the Annual Report for 2018-19 will be available on the Company's website [www.indoaminesltd.com](http://www.indoaminesltd.com) and also on the website of the Stock Exchanges respectively at [www.bseindia.com](http://www.bseindia.com). The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id: [shares@indoaminesltd.com](mailto:shares@indoaminesltd.com) or Company's RTA's e-mail id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)
18. **Voting through electronic mean:**
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting ('AGM') by electronic means and the businesses may be transacted through e-Voting Services provided by Central Depository Services Limited ('CDSL'). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below.
  - ii. The facility for voting, through polling paper shall be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

### PROCEDURE / INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

- I. The Voting period begins on Wednesday, 7th August, 2019 at 09.00 a.m. and ends on Friday, 9th August, 2019 at 05.00 p.m. during this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date (record date) Saturday, 3rd August, 2019 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.  
  
The "cut-off date" means a date not earlier than 7 (seven) days before the date of Annual General Meeting for determining the eligibility to vote by electronic means or in the Annual General Meeting.
- II. In case of members receiving e-mail:
  - a. Open e-mail
  - b. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

**Notice** (Contd..)

- c. Now click on "Shareholders" tab
- d. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- e. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN Field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut-off date in the Dividend Bank details field.</b></li> </ul>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN No. i.e. 190712002 for "Indo Amines Limited" on which you choose to vote.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

## Notice (Contd..)

- r. If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form Bearing the stamp and sign of the entity to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### In case of members receiving the physical copy:

Please follow all steps from sl. no. b to sl. No. r above to cast vote.

### Other Instructions

- III. The Voting period begins on Wednesday, 7th August, 2019 at 09.00 a.m. and ends on Friday, 9th August, 2019 at 05.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date (record date) Saturday, 3rd August, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The "cut-off date" means a date not earlier than 7 (seven) days before the date of general meeting for determining to vote by electronic means or in the general meeting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - In case of any queries you may refer the Frequently Asked Questions (FAQ's) for shareholders and e-voting user manual for shareholders available at the Downloads Section of [www.evoting.CDSL.com](http://www.evoting.CDSL.com)
  - If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Saturday, 3rd August, 2019.
  - Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries (Membership No. ACS 39251) of Navi Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner as well as voting at AGM.
  - The Scrutinizer shall after the conclusion of voting at the Annual General Meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than two days of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favor and against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - The results of the e-voting along with the scrutinizers report shall be placed on the Company's website [www.indoaminesltd.com](http://www.indoaminesltd.com) and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
  - The facility for voting through polling paper shall be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through polling paper.

## Notice (Contd..)

- A Member can opt for only one mode of voting i.e. either through e-voting or by poll. If a Member casts votes by both modes, then voting done through e-voting shall prevail and poll shall be treated as invalid.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be eligible to cast their vote again.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
19. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The Members are requested to:

- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in Dematerialized form for all the investors.

### 20. Nomination Form:

Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013 read with the Rules made there under are requested to send the prescribed Form SH-13 to the Corporate/Registered Office of the Company. Any change or cancellation of the nomination already given is to be given in Form SH-14.

21. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company/RTA, for consolidation into a single folio.
22. This Year Company has prepared Annual Report for the year ended March 31, 2019 on consolidation basis as per General circular No.2/2011 dated 8th February, 2011 issued by Ministry of Corporate Affairs and hence separate financial statements of subsidiary Companies are not attached. The Company hereby undertakes that Annual accounts of subsidiary companies and the related detailed information shall be made available to shareholders of holding and subsidiary Companies seeking such information at any point of time. The Annual Audited Accounts of subsidiary Companies are also kept for inspection by any shareholders at the registered office of the Company during business hours till meeting date. The hard copy of detailed accounts of subsidiary Companies will be provided to any shareholder of the Company on demand. However, the accounts of Associate Company i.e Indo Amines (Europe) Ltd. are not material; hence, the accounts are not considered in the consolidation of accounts. The accounts of subsidiary company, Indo Amines Americas LLC are not audited as the accounts are not required to be audited as per US law by CPA.

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

SD/-

Place : Dombivli  
Date : 25th May, 2019

**Dr. Deepak Kanekar**  
Chairman  
DIN:02570268

### Registered office:

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

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### ITEM NO. 4

The Board of Directors, on recommendation of Audit Committee has appointed M/s. Gangan & Company, Cost Accountants (FRN:100651) as the Cost Auditor for audit of cost accounting records of the Company for the financial year ending 31st March, 2020 at a remuneration amounting to ₹ 195,000/- (Rupees One Lakh Ninety Five Thousand Only) excluding out of pocket expenses, if any.

In terms of the Provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for ratification for remuneration payable to the Cost Auditor for financial year ending 31st March, 2020.

None of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 of the accompanying Notice in the interests of the Company.

### ITEM NO. 5, 6 & 7

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five years on the Board of a Company.

The Members of the Company at their 21st Annual General Meeting held on 23rd August, 2014 approved the appointment of following Independent Directors for a period of 5 years commencing from 1st April, 2014 till 31st March, 2019.

- Mr. Dhawal Vora (DIN: 00130115)
- Mr. R. Raghavendra Ravi (DIN: 00136289)
- Mr. Nishikant Sule (DIN: 03480278)

Based on their performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force ('Listing Regulations'), Mr. Dhawal Vora, Mr. R. Raghavendra Ravi and Mr. Nishikant Sule, are eligible for re-appointment as Independent Directors and had offered themselves for re-appointment. The Board of Directors recommends the proposal to re-appoint them as Independent Directors for a further term of three years i.e. from 1st April, 2019 to 31st March, 2022. Mr. Dhawal Vora, Mr. R. Raghavendra Ravi and Mr. Nishikant Sule are not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that they meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of the Directors is of the view that, Mr. Dhawal Vora, Mr. R. Raghavendra Ravi and Mr. Nishikant Sule have contributed valuable efforts during their tenure to reach towards better results of the Company in the form of good corporate governance, better directions and suggestions whenever required. So considering the expertise and experience, these Independent Directors would be of immense benefit to the Company and it is desirable to avail services of these Independent Directors. In the opinion of the Board, Independent Directors fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the Listing Regulations for re-appointment as an Independent Director of the Company and are independent from the management. Further, the Company has received a notice in writing from a Member proposing thier candidature for the office of Independent Director.

None of the Independent Directors hold by himself or for any other person on a beneficial basis, any shares in the Company. None of the Directors who are proposed to be reappointed is related to any Promoter, Promoter Group, Director or Key Managerial Personnel of the Company or their relatives. Except for the appointee Directors for the purpose of his own resolution, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5, 6 & 7 of the Notice.

This Explanatory Statement together with the accompanying Notice of the AGM may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ('SS-2') of ICSI.

The Board recommends the **Special Resolution** set out at Item No. 5, 6 & 7 for the approval of Members.

### ITEM NO. 8

Pursuant to Section 161 of the Companies Act, 2013 and rules made thereunder, Mr. Jayaprakash Anand Shetty (DIN:07980763) has been appointed as an Additional Executive Director of the Company by the Board of Directors, whose term expires at the ensuing Annual General Meeting of the Company. Mr. Jayaprakash Anand Shetty is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and a member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and has given his consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Jayaprakash Anand Shetty as a Director, liable to retire by rotation.

The Members are further informed that, Mr. Jayaprakash Anand Shetty is currently associated with the Company and Administrative in charge of Mahad Unit and managing the same efficiently. Considering his active involvement and to recognize his achievements,

Notice

Directors' Report

Annexures to Directors' Report

Standalone Financial Statements

Consolidated Financial Statements



## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Contd..)

the Board of Directors of the Company feels to approve his candidature as Executive Director (Whole-Time Director) of the Company for a period of three years on the terms and conditions including remuneration mentioned below:

Name & Designation	Mr. Jayaprakash Anand Shetty, Whole-Time Director
Period	3 Years w.e.f. 3rd November, 2018 to 2nd November, 2021
Remuneration	No remuneration shall be paid to Mr. Jayaprakash Anand Shetty during his tenure but the remuneration can be alter, vary, revise from time to time and it shall not exceed the maximum limit of ₹ 1,20,00,000/- p.a. any time during his tenure.

Mr. Jayaprakash Anand Shetty would be entitled to Company's contribution to provided fund and other perquisites benefits, facilities including leave encashment, traveling allowance, Medical Reimbursement as per Company's policies applicable from time to time.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Jayaprakash Anand Shetty being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Special Resolution** set out at Item No. 8 of the accompanying Notice in the interests of the Company.

### ITEM NO. 9

Mr. Rahul Palkar (DIN:00325590) was appointed as Joint Managing Director of the Company for the period of Three years w.e.f. 5th August, 2016 to 4th August, 2019. The Members further informed that, taking into consideration his industry experience, association and active participation in day to day affairs, management and growth of the Company, the Board of Directors has approved his re-appointment as Joint Managing Director of the Company for a further period of three years w.e.f. 5th August, 2019 to 4th August, 2022 not liable to retire by rotation on the terms and conditions including remuneration mentioned below:

Name	Mr. Rahul Vijay Palkar
Designation	Joint Managing Director
Period	5th August, 2019 to 4th August, 2022
Remuneration	Not exceeding ₹ 30,00,000/- Per Annum with the power to board to vary from time to time with the maximum limit of ₹ 1,20,00,000/- Per Annum any time during his tenure.
Relationship with other directors	Mr. Vijay Palkar – Father Mrs. Bharati Palkar – Mother

Mr. Rahul Vijay Palkar would be entitled to Company's contribution to provided fund and other perquisites benefits, facilities including leave encashment, traveling allowance, Medical Reimbursement as per Company's policies applicable from time to time.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Rahul Palkar being appointee and Mr. Vijay Palkar and Mrs. Bharati Palkar, Directors of the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Special Resolution** set out at Item No. 9 of the accompanying Notice in the interests of the Company.

**Details of Director (s) seeking Appointment and Re-appointment at the ensuing 26th Annual general Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard - 2):**

Particulars	Dhawal Vora	R. Raghavendra Ravi	Nishikant Sule
Age	47 years	63 years	73 years
Work Experience in functional area	More than 25 years	More than 30 Years	More than 30 Years
Qualification	B.Com, ICWA, ACS	B.Sc. Tech, PGDM IIM	B.Sc
Terms and Condition of Re-appointment & Last Remuneration	Independent Director of the Company for three years from 1st April, 2019 to 31st March, 2022. Last Remuneration Drawn – ₹ 2.58 Lakhs (Sitting Fees)	Independent Director of the Company for three years from 1st April, 2019 to 31st March, 2022. Last Remuneration Drawn – ₹ 1.32 Lakhs (Sitting Fees)	Independent Director of the Company for three years from 1st April, 2019 to 31st March, 2022. Last Remuneration Drawn – ₹ 2.64 Lakhs (Sitting Fees)



## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Contd..)

Particulars	Dhawal Vora	R. Raghavendra Ravi	Nishikant Sule
Directorship in other Companies including Listed Company	Nil	One	Nil
Membership of Committees of other Companies including Listed Company (Audit Committee / Nomination Remuneration Committee/Stakeholders Relationship Committee)	Nil	Nil	Nil
No. of Shares held in the Company	Nil	Nil	Nil
First Appointment by the Board	27th December, 2005	1st August, 2004	11th February, 2011
Relationship with other Director, Manager & KMP	No Relation	No Relation	No Relation
Board Meeting attended (F.Y. 2018-19)	Five	Three	Five
Summary of Performance Evaluation Report	The Board of Directors of the Company has evaluated the performance of Mr. Dhawal Vora, Mr. R. Raghavendra Ravi and Nishikant Sule on the basis of their attendance at the meetings of Board and Committees, listening views of others, active participation in meetings, rendering of independent and unbiased opinions, giving of positive inputs into development of strategy, better governance practices and safeguarding of confidential information of the Company, Knowledge with the latest developments and applicable laws to the Company etc. Further, the board has done the said evaluation in rating manner such as below expectation, meet expectation and exceed expectation. The performance evaluation of Mr. Dhawal Vora, Mr. R. Raghavendra Ravi and Nishikant Sule was satisfactory to the Board.		

Particulars	Rahul Vijay Palkar	Jayaprakash Anand Shetty
Age	39 Years	47 Years
Work Experience in functional area	more than 25 Years	More than 23 Years
Qualification	M.Sc	B.Com
Terms and Condition of Appointment & Last Remuneration	Joint Managing Director for further period of 3 Years w.e.f. 5th August, 2019 to 4th August, 2022. Last Remuneration Drawn – ₹ 28.85 Lakhs	Whole -Time Director for further period of 3 Years w.e.f. 3rd November, 2018 to 2nd November, 2021. Last Remuneration Drawn – ₹ 0.50 Lakhs
Remuneration sought to be paid	As mentioned in the Notice	As mentioned in the Notice
Directorship in other Companies including Listed Company	Four	One
Membership of Committees of other Companies including Listed Company (Audit Committee/Nomination Remuneration Committee/Stakeholders Relationship Committee)	Nil	Nil
No. of Shares held in the Company	3,55,555	Nil
First Appointment by the Board	26th December, 2002	25th September, 2018
Relationship with other Director, Manager & KMP	Relative of Mr. Vijay Palkar & Mrs. Bharati Palkar	No Relation
Board Meeting attended (F.Y. 2018-19)	Four	Two

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Contd..)

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

### I. General Information:

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

### Standalone financial Performance:

(Rupees in Lakhs)

Particulars	F.Y. 2015-16	F.Y. 2016-17	F.Y. 2017-18
Total Income from Operations (Net)	24,405.72	29,686.25	35,217.65
Total Expenses	23,014.21	27,536.67	32,876.26
Profit/Loss Before Tax	1,391.51	2,149.58	2,341.38
Profit/Loss After Tax	858.88	1,514.81	1,430.37

### Consolidated financial Performance:

(Rupees in Lakhs)

Particulars	F.Y. 2015-16	F.Y. 2016-17	F.Y. 2017-18
Total Income from Operations (Net)	25,337.59	30,176.53	36,023.52
Total Expenses	23,867.45	28,182.40	33,523.12
Profit/Loss Before Tax	1,470.13	2,280.98	2,500.4
Profit/Loss After Tax	909.51	1,620.56	1,559.02

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

### II. Information about the appointee:

Particulars	Rahul Palkar	Jayaprakash Anand Shetty
<b>Background details</b>	Mr. Rahul Palkar is Master of Science. He has 25 years of experience of the chemical industry and serving as Director of the Company since 1994.	Mr. Jayaprakash Anand Shetty is Bachelor of Commerce. He has 23 years of experience of the Factory Administration. He is also a Director in Key Organics Private Limited (Wholly Owned Subsidiary of Indo Amines Limited)
<b>Remuneration received in FY 2018-19 (₹ In Lakhs)</b>	28.85	0.50
<b>Recognition or awards</b>	–	–
<b>Job profile and his suitability</b>	Mr. Rahul Palkar shall be responsible for the day to day operation and managing the affairs of the Company under the superintendence, guidance and control of the Board.	Mr. Jayaprakash Anand Shetty shall be responsible for managing Mahad, Raigad unit of the Company under the superintendence, guidance and control of the Board.
<b>Remuneration proposed</b>	As mentioned in Notice	As mentioned in Notice
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</b>	Promoter of the Company and relative of Mr. Vijay Palkar & Mrs. Bharati Palkar.	Nil

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:** Taking in to size of the Company, industry benchmark in general, profile, position the proposed remuneration is in line with the current remuneration structure of industry.

### III. Other information:

**Reasons of loss or inadequate profits, Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** During the last three financial years the Company is in profit and further the Company is also making necessary efforts to improve its performance and productivity. The Company has reported profit in the F.Y. 2018-19.

## Directors' Report

To,  
The Members,  
**INDO AMINES LIMITED**

Your Directors are pleased to present their 26th Annual report of the Company on the business and operations of the Company along with the Audited Financial Statement both Standalone and Consolidated for the financial year ended 31st March, 2019.

### 1. FINANCIAL RESULTS:

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from Operations (Net)*	47,090.59	35,064.58	48,932.83	35,886.10
EBITDA	5,703.09	4,274.41	6,082.46	4,477.63
Less: Finance Cost	875.97	772.39	916.19	789.55
Less: Depreciation	1,353.07	1,200.33	1,390.13	1,227.31
Profit Before Tax	3,474.05	2,301.68	3,776.14	2,460.77
Less : Tax Expense	1,213.64	871.31	1,308.13	901.75
Profit for the period from continuing operations	2,260.41	1,430.37	2,468.01	1,559.02
Profit before tax from discontinued operations	–	–	–	–
Tax expenses of discontinued operations	–	–	–	–
Profit for the period from continuing operations				
Profit for the period	2,260.41	1,430.37	2,468.01	1,559.02
Attributable to:				
Shareholders of the Company	2,260.41	1,430.37	2,468.01	1,559.02
Non Controlling Interest		–		–
Opening balance in Retained Earnings	3,639.47	2,737.90	4,006.58	2,976.36
Amount Available For Appropriation	5,899.88	4,168.27	6,474.59	4,535.38
Dividend – Interim	–	–		–
Final	(333.49)	(329.17)	(333.49)	(329.17)
Tax on Dividend	(68.55)	(67.02)	(68.55)	(67.02)
Transfer to General Reserve	–	–	–	–
Add : Excess / (short) provision of tax	31.13	(132.61)	29.61	(132.61)
Closing Balance in Retained Earnings	5,528.97	3,639.47	6,102.16	4,006.58

\*In accordance with the requirements of Ind AS, revenue for the year ended 31st March 2019 is net of Goods and Services Tax ("GST"). However, revenue for the year ended 31st March 2018 is inclusive of excise duty upto 30th June 2017.

### 2. PERFORMANCE REVIEW :

#### Standalone

During the financial year 2018-19, revenue from operations on standalone basis increased to Rs. 47,090.59 Lakhs as against Rs. 35,064.58 Lakhs in the previous year – a growth of 34.30%. EBITDA of Rs. 5703.09 Lakhs as against Rs. 4274.41 Lakhs in the previous year, PAT of Rs. 2260.41 Lakhs as against Rs. 1430.37 Lakhs in the previous year.

#### Consolidated

During the financial year 2018-19, revenue from operations on consolidated basis increased to Rs. 48932.83 Lakhs as against Rs. 35886.10 Lakhs in the previous year – a growth of 36.36%. EBITDA of Rs. 6082.46 Lakhs as against Rs. 4477.63 Lakhs in the previous year, PAT of Rs. 2468.01 Lakhs as against Rs. 1,559.02 Lakhs in the previous year.

### 3. CONSOLIDATED FINANCIAL STATEMENTS:

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Consolidated Financial Statements of the Company for the financial year 2018-19 have been prepared in compliance with applicable Accounting Standards and on the basis of audited financial statements of the Company, its subsidiaries and associate companies, as approved by the respective Board of Directors.

The Consolidated Financial Statements together with the Auditors' Report form part of this Annual Report.

**Directors' Report** (Contd..)**4. DIVIDEND:**

Your Directors have recommended a final dividend of ₹ 1/- per equity share of ₹ 10/- each full paid-up for the financial year ended 31st March, 2019. The total final dividend payout will amount to ₹ 3,33,48,780/- excluding tax on dividend. The payment of final dividend is subject to the approval of shareholders in the Company's ensuing 26th Annual General Meeting ('AGM').

The Register of Members and Share Transfer Books will remain closed from Wednesday, 31st July, 2019 to Saturday, 10th August, 2019 (both days inclusive) for the purpose of payment of final dividend for the financial year ended 31st March, 2019, if declared at the ensuing AGM.

**5. CORPORATE RESTRUCTURING:**

In the meeting held on September 25, 2018 the Board of Directors of the Company had approved a draft Scheme of Amalgamation of the Core Chemicals (Mumbai) Private Limited and Key Organics Private Limited (a wholly owned subsidiary of the Company) with the Company and their respective Shareholders and Creditors under the relevant provisions of the Companies Act, 2013 ("Scheme").

Further, the Company has submitted the said scheme to the BSE Ltd. for its observation /approval and BSE Ltd. has granted its approval by issuing No Observation Letter on March 15, 2019.

**6. TRANSFER TO GENERAL RESERVE:**

The Company has not transferred any amount to the General Reserve for the financial year ended March 31, 2019.

**7. SUBSIDIARIES/ JOINT VENTURES & ASSOCIATE COMPANIES:**

As on 31st March, 2019 the Company had the following subsidiaries & Associate Companies.

No.	Name of Companies/Body Corporate	Status
1.	Indo Amines (Malaysia) SDN&BHD	Subsidiary
2.	Key Organics Private Ltd.	Subsidiary
3.	Indo Amines Americas LLC	Subsidiary
4.	Indo Amines (Europe) Ltd.	Associate

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statement of the Company and all its subsidiary & associate companies, which is forming part of the Annual Report. However, the accounts of Associate Company i.e. Indo Amines (Europe) Ltd. are not material; hence, the accounts are not considered in the consolidation.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and consolidated financial statements has been placed on the website of the Company, [www.indoaminesltd.com](http://www.indoaminesltd.com). Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company. However, one of the Subsidiary Company's i.e. Indo Amines Americas LLC accounts is not audited because as per US Law it is not mandatory to audit the accounts. Hence, unaudited accounts of the said subsidiary are considered for Consolidation. The Policy for determining material subsidiary is uploaded on the website of the Company and can be access on the company's website [www.indoaminesltd.com](http://www.indoaminesltd.com)

The details of the subsidiaries Companies are given in 'Form AOC-1' as 'Annexure - I'. Details of Indo Amines (Europe) Ltd. has not been included as it is not material in nature.

**8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the year, following are the changes in Directors and Key Managerial Personnel of the Company:

**Directors:****Appointment of Mr. Satish Chitale(DIN: 08149259):**

Mr. Satish Chitale was appointed as an Independent Director of the Company by the Shareholders at 25th Annual General Meeting held on 25th September, 2018 for a term of 5 (Five) consecutive years with effect from 30th May, 2018.

**Appointment of Mr. Changdeo Kadam (DIN: 00807296):**

Mr. Changdeo Kadam was re-appointed as Whole-Time Director of the Company by the Shareholders at 25th Annual General Meeting held on 25th September, 2018 for a period of 3 (Three) years with effect from 1st January, 2019 to 31st December, 2021.

**Appointment of Mr. Vijay Palkar (DIN: 00136027):**

Mr. Vijay Palkar was re-appointed as Managing Director of the Company by the Shareholders at 25th Annual General Meeting held on 25th September, 2018 for a period of 3 (Three) years with effect from 1st April, 2018 to 31st March, 2021.

## Directors' Report *(Contd..)*

### **Appointment of Mr. Kirit Shah (DIN: 00175193):**

Mr. Kirit Shah was re-appointed as Whole-Time Director of the Company by the Shareholders at 25th Annual General Meeting held on 25th September, 2018 for a period of 3 (Three) years with effect from 1st April, 2018 to 31st March, 2021.

### **Appointment of Mr. Nandu Gupta (DIN:00335406):**

Mr. Nandu Gupta was appointed as Whole-Time Director of the Company by the Shareholders at 25th Annual General Meeting held on 25th September, 2018 for a period of 3 (Three) years with effect from 10th August, 2018 to 9th August, 2021.

### **Appointment of Mr. Jayaprakash Shetty (DIN: 07980763):**

Mr. Jayaprakash Shetty was appointed as Whole-Time Director of the Company by the Board of Directors in their board meeting held on 25th September, 2018 with effect from 3rd November, 2018 for the period of 3 (Three) years subject to approval of shareholders in ensuing 26th Annual General Meeting of the Company. Appropriate resolution for the appointment of Mr. Jayaprakash Shetty as Whole-Time Director of the Company is being placed for the approval of the shareholders at the ensuing AGM.

### **Re-appointment of Mr. Dhawal Vora (DIN: 00130115):**

Mr. Dhawal Vora was re-appointed as an Independent Director of the Company by the Board of Directors in their meeting held on 9th February, 2019 for a further 3 (Three) years with effect from 1st April, 2019 to 31st March, 2022 subject to approval of shareholders of the Company at ensuing 26th Annual General Meeting. Appropriate resolution for the appointment of Mr. Dhawal Vora as Independent Director of the Company is being placed for the approval of the shareholders at the ensuing AGM.

### **Re-appointment of Mr. R. Raghavendra Ravi (DIN: 00136289):**

Mr. R. Raghavendra Ravi was re-appointed as an Independent Director of the Company by the Board of Directors in their meeting held on 9th February, 2019 for a further 3 (Three) years with effect from 1st April, 2019 to 31st March, 2022 subject to approval of shareholders of the Company at ensuing 26th Annual General Meeting. Appropriate resolution for the appointment of Mr. R. Raghavendra Ravi as Independent Director of the Company is being placed for the approval of the shareholders at the ensuing AGM.

### **Re-appointment of Mr. Nishikant Sule (DIN: 03480278):**

Mr. Nishikant Sule was re-appointed as an Independent Director of the Company by the Board of Directors in their meeting held on 9th February, 2019 for a further 3 (Three) years with effect from 1st April, 2019 to 31st March, 2022 subject to approval of shareholders of the Company at ensuing 26th Annual General Meeting. Appropriate resolution for the appointment of Mr. Nishikant Sule as Independent Director of the Company is being placed for the approval of the shareholders at the ensuing AGM.

### **Resignation of Mr. Kirit Shah**

Mr. Kirit Shah has resigned from the post of Whole Time Director of the company with effect from 1st October, 2018.

### **Key Managerial Personnel:**

During the year under review, Mrs. Bharati Palkar, Chief Financial Officer of the Company stepped down from the CFO position with effect from 09th February, 2019 and Mr. Mukeshkumar Agrawal has been appointed as Chief Financial officer of the Company with effect from 10th February, 2019 by the Audit Committee and Board of Directors as recommended by Nomination and Remuneration Committee.

## **9. DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that the/ she meets the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

## **10. BOARD MEETINGS HELD DURING THE YEAR:**

During the year, Five (5) meetings of the Board of Directors were held. The details of the meetings and attendance of directors are furnished in the Corporate Governance Report forming part of the Annual Report attached as '**Annexure - VIII**' to this Report.

## **11. COMPOSITION OF AUDIT COMMITTEE:**

The Audit Committee Comprises of 8 (Eight) Directors. The composition of the audit committee is as follows:

Name of the Member(s)	Nature of Membership
Mr. Madhav Nandgaonkar	Chairman
Mr. Vijay Palkar	Member
Mr. R. Raghavendra Ravi	Member

**Directors' Report** (Contd..)

Name of the Member(s)	Nature of Membership
Mr. Dhawal Vora	Member
Dr. Deepak Kanekar	Member
Mr. Nishikant Sule	Member
Mr. Mahendra Thakoor	Member
Mr. Satish Chitale	Member

There were no matters during the financial year 2018- 19, where in the Board of Directors did not accept recommendations given by the Audit Committee.

**12. NOMINATION AND REMUNERATION POLICY:**

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The said Policy also includes criteria for making payments to Non-Executive Directors.

The policy is available at <http://www.indoaminesltd.com/Investors/Policies>

**13. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for evaluating the performance of Individual Directors, Committees of the Board and the Board as a whole.

The parameters for the performance evaluation of the Board, inter alia, includes composition of board, frequency of holding of board meetings, advice and suggestions to the Company's management, evaluation of strategic plan/policies of the Company etc.

The parameters for the performance evaluation of the Non-Independent Directors includes attendance, expertise, contribution of positive inputs into development of strategy, participation in meetings, comment on draft minutes etc.

The parameters for the performance evaluation of the Independent Directors includes attendance, listing of views of others, active participation in the meetings, knowledge of latest developments in applicable laws to the Company, financial reporting, comment on draft minutes etc.

The parameters for the performance evaluation of the statutory committees includes composition of committees, terms of reference, recommendations to the board etc.

The details of the evaluation process are set out in the Policy on Board Evaluation of the Company and the same is available at <http://www.indoaminesltd.com/Investors/Policies>

**14. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis forms part of the Directors' Report is annexed herewith as 'Annexure III'.

**15. CORPORATE GOVERNANCE:**

As required by Chapter IV read with Schedule V, Part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are part on Corporate Governance form part of this Annual Report as 'Annexure - VIII'

**16. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Board of Directors of your Company confirm that;

- In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- 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 as at March 31, 2019 and of the profit/loss of the Company for the year April 1, 2018 to March 31, 2019.
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



## Directors' Report *(Contd..)*

- iv. the Directors have prepared the annual accounts on a 'going concern' basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and.
- vi. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### 17. AUDIT REPORTS AND AUDITORS:

#### Statutory Auditor:

M/s. Sanjay M. Kangutkar & Associates, Chartered Accountants (FRN:117959W), were appointed as Statutory Auditors of the Company at the 24th Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year ended 31st March, 2022 in the Financial Year 2022-2023 subject to ratification by the members at every Annual General meeting. The Auditors have confirmed their eligibility, limits as prescribed in the Companies Act, 2013 and that they are not disqualified from continuing as Auditors of the Company.

The Auditors Report for the financial year ended 31st March, 2019 on the financial statements of the Company is a part of the Annual Report. The Auditors' Report for the financial year ended 31st March, 2019 is self explanatory and does not contain any qualifications, reservations or adverse remark.

#### Cost Auditors:

The Board of Directors of the Company on the recommendations made by the Audit Committee, has appointed M/s. Gangan & Company, Cost Accountants (FRN:100651) as the Cost Auditor of the Company to conduct audit of cost records for the financial year 2019-20. The remuneration proposed to be paid to the Cost Auditor, subject to the ratification by the Shareholders of the Company at the ensuing 26th AGM, would not exceed ₹ 1,95,000/- (Rupees One Lakh Ninety Five Thousand Only) excluding out of pocket expenses, if any.

The Company has received consent from M/s. Gangan & Company, Cost Accountants (FRN:100651) to act as the Cost Auditor for conducting audit of the cost records of the Company for the financial year 2019-20 along with a certificate confirming their independence and arm's length relationship.

#### Secretarial Auditors:

The Secretarial Audit Report for financial year ended 31st March, 2019 is set out in the 'Annexure - II' to this report. The Observations given by the Secretarial Auditor in their Report for the financial year 2018-2019 are as follows:

Observations	Director reply
The Company has not considered the accounts of Indo Amines (Europe) Ltd., for consolidation and some portion of amounts allocated for CSR activity was unspent during the year.	The accounts of Indo Amines (Europe) Ltd. are not material and not carrying any business operations. Hence, the accounts are not considered in the consolidation. Due to lack of avenues and opportunities, some portion of CSR amount was remained unspent and the company will find appropriate avenues and the same shall be followed in future.

### 18. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return as on 31st March, 2019 in Form MGT-9 in accordance with Section 92 (3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, are set out in the "Annexure - V" to this report.

### 19. RELATED PARTY TRANSACTIONS:

During the Financial Year 2018-19, all Related Party Transactions entered into with Related Parties were at arm's length and were in the ordinary course of the business. There were no materially significant related party transactions entered into by the Company with any related parties which require shareholders' approval. Hence, particulars of related party contracts or arrangements in 'Form AOC-2' is not applicable.

Prior/Omnibus approvals are granted by the Audit Committee for all related party transactions which are of repetitive nature, entered in the ordinary course of business and are on arm's length basis in accordance with the provision of the Companies Act, 2013 read with the rules made there under and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') and Policy of the Company for Related Party Transactions.

All transactions with the related parties were reviewed and approved by the Audit Committee on quarterly basis as required under Listing Regulation. The particulars of contracts or arrangement with Related Parties forms part of the notes to the Financial Statements of the Company.

**Directors' Report** (Contd..)**20. LOANS AND INVESTMENTS:**

Details of loans, guarantees and investments made under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2019, are set out in Note to the Standalone Financial Statements of the Company.

**21. RISK MANAGEMENT POLICY:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

**22. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:**

Your Company has clearly laid down policies, guidelines and procedures that form part of internal control systems, which provide for automatic checks and balances. Your Company has maintained a proper and adequate system of internal controls. This ensures that all Assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorised, recorded and reported diligently. Your Company's internal control systems commensurate with the nature and size of its business operations. Internal Financial Controls are evaluated and Internal Auditors' Reports are regularly reviewed by the Audit Committee of the Board. Statutory Auditors Report on Internal Financial Controls as required under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") is annexed with the Independent Auditors' Report.

**23. INVESTOR EDUCATION AND PROTECTION FUND ('IEPF'):**

Pursuant to the provisions of Section 124 of the Act, relevant amounts which remained unpaid or unclaimed for a period of seven years or more have been transferred by the Company to the Investor Education and Protection Fund established by Central Government. Details of unpaid and unclaimed amounts lying with the Company as on 25th September, 2018 (date of last AGM) have been uploaded on the Company's website at [www.indoaminesltd.com](http://www.indoaminesltd.com)

**24. TRANSFER OF 'UNDERLYING SHARES' TO IEPF:**

In terms of Section 124(6) of the Act, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred the equity shares in respect of which dividends have remained unclaimed for a period of seven consecutive years or more to the IEPF Account established by the Central Government. Details of shares transferred have been uploaded on the website of the Company at [www.indoaminesltd.com](http://www.indoaminesltd.com)

**25. CORPORATE SOCIAL RESPONSIBILITY:**

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. CSR Policy of the Company and the details about the development of CSR Policy and initiatives taken by the Company on Corporate Social Responsibility during the year as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been attached as 'Annexure VI' to this Report.

**26. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:**

There are no material changes and commitments occurred which affect the financial position of the Company between the end of the financial year and date of report.

**27. WHISTLE BLOWER POLICY/VIGIL MECHANISM:**

The Company has established and adopted Vigil Mechanism and the policy (**Whistle Blower Policy**) thereof for directors and employees of the Company in accordance with the provisions of Companies Act, 2013 as well as regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, no personnel of the Company approached the Audit Committee on any issue falling under the said policy. The vigil mechanism policy is available on the website of the company at [www.indoaminesltd.com](http://www.indoaminesltd.com)

**28. ENVIRONMENTAL, SAFETY AND HEALTH:**

Your Company is committed to ensure a sound Safety, Health and Environment (SHE) performance related to its activities, products and services. Your Company had been continuously taking various steps to develop and adopt Safer Process technologies and unit operations. Your Company has been investing heavily in areas such as Process Automation for increased safety and reduction of human error element, Enhanced level of training on Process and Behaviour based safety, adoption of safe & environmental friendly production process, Installation of Bioreactors, Chemical ROs, Multiple effect evaporator and Incinerator, etc. to reduce the discharge of effluents, commissioning of Waste Heat recovery systems, and so on to ensure the Reduction, Recovery and Reuse of effluents & other utilities. Monitoring and periodic review of the designed SHE Management System are done on a continuous basis.

## Directors' Report *(Contd..)*

### 29. CREDIT RATING:

During the year, CRISIL have accorded a credit rating "BBB+" to our Company.

### 30. PARTICULARS OF EMPLOYEES:

The details in terms of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as '**Annexure VII**'. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 may be also obtained by the members by writing to the Company Secretary of the Company.

### 31. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:

The Company is committed to maintaining a productive environment for all its employees at various levels in the organization, free of sexual harassment and discrimination on the basis of gender. The Company has framed a policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. During the year, there were no complaints filed against any of the employees of the Company under this Act.

### 32. GENERAL:

- i. During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);
- ii. The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India;
- iii. During the year, there are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future;
- iv. The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out in the '**Annexure IV**' to this report;
- v. During the year, None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);
- vi. During the year, the Company does not issue any ESOP scheme for its employees/Directors. Further, the Company has not issued any sweat equity shares or shares having differential voting rights
- vii. There was no change in the nature of business of the Company during the financial year.

### 33. ACKNOWLEDGEMENTS:

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors take on record their deep sense of appreciation to the contributions made by the employees through their hard work, dedication, competence, support and cooperation towards the progress of your Company.

On behalf of the Board of Directors  
For **Indo Amines Limited**

SD/-

Place: Dombivli  
Date: 25th May, 2019

**Dr. Deepak Kanekar**  
Chairman & Director  
DIN: 02570268

## Annexures to Directors' Report

## Annexure I

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

## Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

## Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ Lakhs)

Sr. No.	Particulars	Details	Details	Details
1.	Name of the subsidiary	Key Organics Private Limited	Indo Amines (Malaysia) SDN & BHD	Indo Amines Americas LLC
2.	The date since when subsidiary was acquired	27th December 2013	9th August 2011	22nd May 2014
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NIL	NIL	NIL
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	Malaysian Ringgit @ 16.99	US Dollar @ 69.39
5.	Share capital	18.15	50.55	12.91
6.	Reserves & surplus	425.26	(10.69)	282.73
7.	Total assets	1632.92	78.20	1610.70
8.	Total Liabilities	1189.51	38.34	1315.06
9.	Investments	0.03	—	—
10.	Turnover	2881.75	—	2548.36
11.	Profit before taxation	137.93	0.84	196.59
12.	Provision for taxation	34.93	0.57	58.98
13.	Profit after taxation	103.00	0.27	137.61
14.	Proposed Dividend	—	—	—
15.	Extent of shareholding (In percentage)	100%	100%	100%

**Note:** All the Companies follow uniform financial year

## Part "B": Associates and Joint Ventures:

Not Applicable

On behalf of the Board of Directors  
For **Indo Amines Limited****Vijay B. Palkar**  
DIN:00136027  
Managing Director & CEO**Mukeshkumar Agrawal**  
Chief Financial Officer**Rahul Palkar**  
DIN 00325590  
Joint Managing Director**Tripti Sharma**  
Company Secretary  
Mem. No. A39926

## Annexures to Directors' Report *(Contd..)*

### Annexure II

#### Form No. MR.3

#### Secretarial Audit Report

For the Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Indo Amines Limited**  
Add: W-44, MIDC, Phase II,  
Dombivli (E) - 421203  
Dist. Thane

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indo Amines Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 (**'Audit Period'**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment (**External Commercial Borrowings not applicable to the Company during the audit period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the audit period**);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not applicable to the Company during the audit period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not applicable to the Company during the audit period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not applicable to the Company during the audit period**) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not applicable to the Company during the audit period**);
- (vi) **We further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the Company has complied with the following law applicable specifically to the Company:
  - The Chemical Weapons Convention Act, 2000
  - The Indian Boilers Act, 1923

## Annexures to Directors' Report (Contd..)

- The Legal Metrology Act, 2009 read with rules made there under
- The Narcotics Drugs and Psychotropic Substances Act, 1985
- The Indian Explosives Act, 1884
- The Environment (Protection) Act, 1986 read with the Hazardous Waste (Management and Handling) Rules, 1989
- The Explosives Substances Act, 1908

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the Company has not considered the accounts of Indo Amines (Europe) Ltd., for consolidation and some portion of amounts allocated for CSR activity was unspent during the year.

### We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and agenda items were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period;

- The Company has taken approval for shareholders in 25th AGM held on September 25, 2018 to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs. 500 Crores and creation of charge on the assets of the Company for an amount not exceeding of Rs. 500 Crores by Special Resolutions.
- The Company has taken approval for shareholders in 25th AGM held on September 25, 2018 for approving limits for the Loans, Guarantee/Security and Investment made by the Company in terms of the provisions Section 186 of the Companies Act, 2013 for an amount not exceeding of Rs. 500 Crores by Special Resolution.
- The Company has taken approval for shareholders in 25th AGM held on September 25, 2018 for reclassification of shareholding of Salim Dawood Memon, Sanam Salim Memon, Sana Salim Memon, Saad Salim Memon and Benazir Saleem Memon from Promoter Category to Public Category by Special Resolution and the same has been approved by BSE Limited on November 15, 2018.

For **AVS & Associates**  
Company Secretaries

SD/-

**Shashank Ghaisas**  
Partner  
Membership No. A40386  
C.P. No: 16893

Date: Navi Mumbai  
Place: 25/05/2019

**This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.**

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## Annexures to Directors' Report *(Contd..)*

### 'Annexure – A'

Notice

To,  
The Members,  
**Indo Amines Limited**  
Add: W-44, MIDC, Phase II,  
Dombivli (E) - 421203  
Dist. Thane

Our report of even date is to be read along with this letter.

Directors' Report

1. Maintenance of secretarial and other records under applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **AVS & Associates**  
Company Secretaries

SD/-

**Shashank Ghaisas**  
Partner  
Membership No. A40386  
C.P. No: 16893

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Date: Navi Mumbai  
Place: 25/05/2019

**Annexures to Directors' Report** (Contd..)**Annexure III****Management Discussion And Analysis Report****GLOBAL ECONOMY OVERVIEW**

Global economy posted a growth of 3.6 % during 2018 after facing several ups and downs on account of ongoing trade tension among US and China. Both these countries continued to play a leading role, while the growth in Euro area was moderate. The stabilization of monetary policies in the advanced countries generated substantial pressures on the emerging markets. The US witnessed a sharp acceleration in growth, while the unemployment remained at a historic low and general inflation crossed the target of central bank. The euro area economies moved at different pace during the year. While Italy was impacted by political uncertainty and discussions with the European Union, Spain continued to record rapid growth despite facing unstable political situation. In the coming year, the global economy is expected to grow at 3% on account of tariff enacted by US and China. With this, higher tariff rates are expected to increase the price of imported goods for both households and firms. Further, EMDE investment growth is anticipated to remain soft, particularly in commodity exporters and countries affected by recent pressures.

**INDIAN ECONOMY OVERVIEW**

Indian Economy witnessed a growth of 6.8% during FY19, on account of improved customer confidence, slowing inflation and robust investment as the policy reforms materialized. While the urban consumption was supported by an enhanced credit growth, rural consumption faced headwinds on account of soft agricultural prices. On industry front, manufacturing, construction and financial, real estate and professional services sector witnessed a substantial growth on account of expansion in corporate earnings. Meanwhile, the fiscal deficit for FY19 was recorded at 3.39% of GDP. It was marginally lower than 3.4% estimated in the revised estimates of the Budget, mainly due to increase in non-tax revenue and lower expenditure. In absolute terms, fiscal deficit at the end of the year, stood at H6.45 lakh crore as against H6.34 lakh crore in the revised estimates of Budget. Further, direct tax revenues also remained strong due to improvement in compliance procedure.

The recent pick up in the investment growth and improvement of Country's position in World Bank's Ease of Doing Business Report, is expected to boost the growth of the economy with a GDP of 7.5% in FY2020. Steps to ease agricultural distress and strong hike to procurement prices are further expected to augment rural demand in the coming fiscal. In urban areas, consumption demand is likely to receive a boost from reduction in interest rates, continued low prices for food, and declining fuel prices. Further, improved compliance procedures and measures undertaken to widen tax base are expected to boost the growth of the personal income.

**GLOBAL CHEMICAL INDUSTRY:**

The year CY 2018, has been represented as the sixth year of an extended up cycle for the global chemical industry. This extended period of profitability has caused a surge in re-investment planning activity in North America, the Middle East, China and some parts of Asia. During October 2018, the Global Chemical Regional Index (CPRI) increased marginally at lower rate of 83.6% as compared to 85.9% in October 2017. The global chemical production increased to 3% in CY 2018, as compared to 2.5% in CY 2017.

Upstream chemical industries like petrochemicals rely upon the dynamics of their main end market like the manufacturing market. While the downstream chemical industries like, cosmetics are driven by changing trends in consumer spending such as higher per capita income of individuals. Due to global economic growth and pass-through of increasing naphtha prices, the global chemical sales volume is projected to accelerate at a CAGR of 6%-8% between CY 2018-19.

The speciality chemicals market has emerged as one of the most important chemical segments, globally. Adhesives & Sealants, agrochemicals, coatings and engineering thermoplastics constitute the largest market for speciality chemicals, collectively covering an estimated share of 50% of the global chemical sector. With a market size of \$850 Billion for CY 2018, the speciality chemicals sector forms a significant part of the global chemical market. During CY 2018, the global speciality chemicals production registered an increase of 3.7% as compared to 2.2% in CY 2017. Amongst the global chemical competitive countries, China and India in particular, have emerged as major chemical hubs and presently are abode to some major names in the speciality chemicals.

**INDIAN CHEMICAL INDUSTRY:**

The chemical industry is an essential and integral part of the growing Indian industry and is one of the oldest industries of India. This sector occupies a pivotal position to cater to basic needs and improving quality of life. It provides building blocks for downstream industries such as textiles, papers, paints, soaps, detergents, pharmaceuticals, varnish etc. The Indian chemical industry is the main stay of industrial and agricultural development of the country. This sector accounts for around 10.3 % of the total export segment of the country. It is an integral part of the Indian economy contributing and it is projected to grow at a rate of 9%, with a market size of US \$ 214 billion in FY 2019.

During FY 2019, Alkali chemicals has the largest share in the chemical industry with an approximate share of 69% of total production, while production of polymer accounts for 59% of total production of basic major petrochemicals. The market for crop protection chemicals in India is projected to be US \$ 7.5 billion for FY 2019. The acceleration in demand is driven by rapid growth in population and decrease in per capital availability of arable land, both of which result in a greater need to increase agricultural yield.

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### INDUSTRY STRUCTURE AND DEVELOPMENT:

Your Company is a leading manufacturer of Specialty Chemicals with diversified end-uses into Agrochemicals, Pharmaceuticals, High Performance Polymers, Paints, Pigments, Printing Inks, Rubber Chemicals, Additives, Surfactants, Dyes, Flavors & Fragrances, Home & Personal Care applications, etc. Your Company makes continuous efforts to explore and innovate new products & processes in all segments. This diversified end-user base helps the Company to reduce its risk from downturn in any individual business segment and also to capitalize on the growth opportunities in each of the end-user segments.

Your Company has been making substantial Investments every year for upgrading the ETP setup of the Company including setting up additional process to minimize the quantity and impurity profile of the effluents. With this effort, the Company had upgraded its Manufacturing Units into Zero Discharge Units and also has put in place various processes to control/limit generation of effluents and improve the treatment of the same. As part of the Risk Management policy, the relevant parameters for all manufacturing sites are analyzed to minimize risk associated with protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines defined by the Company. The Company fulfills its legal requirements concerning emission, waste water and waste disposal. Improving work place safety continued to be top priority at all manufacturing sites.

### FINANCIAL PERFORMANCE & RATIOS :

Sr No	Particulars	F.Y. 2018-19	F.Y. 2017-18	Change	% Change
1	Revenue from operations (net)	47,090.59	35,064.58	12026.01	34.30
2	EBIDTA	5,703.09	4,274.41	1,428.64	33.42
3	Profit before Tax	3,474.05	2,301.68	1,172.33	50.93
4	Profit after tax	2,260.41	1,430.37	830.00	58.03
5	Net worth	9,399.58	7,481.44	1,918.14	25.64
6	Debt	12,161.67	7,817.92	4,343.75	55.56
7	Trade Receivables	10,953.43	6,948.63	4,004.80	57.63
8	Inventory	5,629.48	4,810.42	819.06	17.03
9	Debt Equity Ratio	1.29	1.04	0.25	24.03
10	Current Ratio	1.05	1.08	-0.03	-2.78
11	Receivables Turnover Ratio	4.23	4.92	-0.69	-14.02
12	Inventory Turnover Ratio	8.23	7.10	1.13	15.92
13	EBIDTA Margin (%)	12.11	12.19	-0.08	-0.65
14	PBT Margin (%)	7.50	6.74	0.76	11.28
15	PAT Margin (%)	4.88	4.19	0.69	16.47

### OPPORTUNITIES & THREATS:

Indian chemical sector has moved up from a small scale sector to a multi-dimensional sector, which is taking on the challenges of globalization. With innovation and development, this sector has secured a recognized position in the global chemical sector map. Key drivers for success in the chemical sector include proximity to strong growth markets, greater ease in doing business, and the continued development of petroleum, chemicals and petrochemical investment. Backed by one of the strongest GDP growth rates in the world, the future looks bright for the Indian chemical industry. The Company is preparing to address opportunities offered by new customer needs on the back of robust supply chain and distribution network. Premium product offerings are being developed to gain strengths in distribution channels.

However, there are few factors which hinder the growth of the industry which are as under :

- **Scarcity of Raw Materials:** The raw materials utilized in organic and inorganic chemical industry are not easily available in the Indian market. Major feedstock like naphtha and natural gas are available at a very high price in the country as compared to other countries like, Middle East, China, and other South East Asian countries. Hence scarcity of feed stock makes Indian materials uncompetitive in the global chemical market.
- **Low capacity Utilization:** Due to oversupply of chemical products in global markets, the prices of petrochemicals have witnessed a steep decline. Which in-turn has led the domestic chemical companies to underutilize their plant operating levels.

## Annexures to Directors' Report (Contd..)

- **Inadequate Locational and Infrastructural Facilities:** The major Indian chemical industry has been set up along the west coast in Gujarat, while the highest demand of chemicals is in southern and eastern India. This gives rise to logistics, thus increasing the overall cost of production. In addition to that, there are several infrastructural problems faced by this sector viz, the ports do not have adequate facilities, the pipeline connectivity is quiet poor, the power supply is insufficient etc.
- **Complex Regulatory Issues and High Taxes:** The heavy duty tax imposed on various raw materials is higher than the tax imposed on the finished products. This discourages the Indian chemical industry from manufacturing more chemicals because of the high price of raw materials and encourages the import of the same chemicals because of negligible taxes on import of finished products. Plus, the regulatory process is very complex with a number of certificates and licenses that are required for the setting up a chemical industry in India.

### SPECIALITY CHEMICALS:

Speciality chemicals are low volume but high-value compounds known as performance chemicals. The speciality chemical sector represents around 20% of the Indian chemical sector. This sector grew at a CAGR of 19% between FY 2016-19. The growth in CAGR is driven by increased adoption of speciality chemicals and their increased utilization in different product categories. Speciality chemicals can be sub-divided based on end-user industries which are driven by consumer demand (it has been highlighted in the figure below). These industries are the largest constituents of the speciality chemicals industry and cumulatively constitute over 80% of the speciality chemicals universe.

### INTERNAL CONTROL SYSTEMS:

The Company has an independent Internal Audit department with well-established risk management processes both at the business and corporate levels. Internal Auditor & Controller - Risk reports directly to the Chairman of the Audit Committee of the Board of Directors, which ensures process independence. The scope and authority of the Internal Audit department is derived from the Audit Charter approved by the Audit Committee.

Reviews are conducted on an on-going basis, based on a comprehensive risk based audit plan, which is approved by the Audit Committee at the beginning of each year.

The Audit Committee meets on a quarterly basis to review and discuss the various Internal Audit reports and also review closure of all agreed actions and compliance to the audit plan. The Chairman of the Audit Committee has periodic one-on-one meetings with the Internal Auditor & Controller - Risk to discuss any key concerns.

The Company believes that every employee has a role to play in fostering an environment in which controls, assurance, accountability and ethical behaviour are accorded high importance. To supplement the reviews carried out by the Internal Audit teams, the Company follows an elaborate system of Control Self Assurance ('CSA') (self-audit) which was carried out during the year. The CSA coverage includes all critical departments in the organisation. The IT enabled CSA process provides a good bottom-up approach and build up for the CEO/CFO certification as required under Regulation 17(8) of the SEBI Listing Regulations, besides helping in awareness creation of controls across a wide segment of the Company employees. This complements the Internal Audits conducted to ensure total coverage during the year.

### RESEARCH AND DEVELOPMENT (R&D):

Over the years, the company has launched several new products by establishing an DSIR approved In-House R&D unit that innovates products and helps to attain better production efficiencies. We have a dedicated team of experienced scientists who provide us with a strong base for introducing new products, and process development, quality, safety standards and environmental protection. We will continue to invest towards technological development that not only improves our product and process, but also helps us to minimize the impact of climate change

### INDUSTRIAL RELATIONS:

The company maintains very cordial & healthy industrial relationship. Company undertakes various measures to get view of the employees on safety, performance improvements, employee benefit schemes etc. This ensures employees participation in the day to day operations of the company. Imparts training both internal & external to its employees which keeps them refresh with the new changes taking place & improves their efficiency

Your Company is continuously striving to create appropriate environment, opportunities and systems to facilitate identification, development, and utilization of their full potential and inculcating a sense of belongingness.

Your Company's industrial relations continued to be cordial & harmonious during the year under review.

### HUMAN RESOURCES:

The Company believes that its employees are the key to driving sustainable performance and developing competitive advantage. The HR policies and procedures of your Company are geared towards nurturing and development of Human Capital. Your Company has transparent processes for rewarding performance and retaining talent.

## Annexures to Directors' Report *(Contd..)*

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We had conducted a survey among senior management staff to ascertain "What's working well in the Company" and "Areas of improvement". We have benchmarked our Company with some other organizations and outlined the challenges which the Company is facing along with proposed road maps. The Senior Management people had deliberations and drawn an execution plan based on priority suggested by the Group to work towards a Future Ready Organization.

Skill Gap Analysis and other systems are also in place to identify the training interventions required. Employee relations at all locations continued to remain cordial. Your Directors wish to acknowledge the sincere and dedicated efforts of the employees of the company and would like to thank them for the same.

### **SAFETY, HEALTH & ENVIRONMENT:**

Industrial safety is being considered as very important aspect. At each location one person is specifically designated to see that proper rules of safety are observed & no compromise is made from safety angle. Periodically industrial safety seminar is organized to train employees on safety rules. We conduct safety audit both internal & external to trace out any loop holes from safety point of view and the changes, new measures recommend is implemented on priority. All safety equipments such as fire extinguisher, sparklers etc are always keep in proper condition. There were no major accidents during the year under review.

### **POLLUTION CONTROL MEASURES:**

Your company is very sensitive towards environment & pollution control. R & D department of company is continuously undertaking projects to reduce the effluent discharge & implementing process with cleaner measures. We have in house ETP plant at all our major manufacturing sites. Wherever required company avails services of waste management services to dispose of its effluents and solid waste. We are also member of Common effluent treatment plant at all the locations. Wherever possible we ensure that process and products developed are free from any air or water pollutants.

### **RISKS CONCERNS:**

The business has put policies in place to mitigate risks from changes in the regulatory environment which might limit realizations. There are continuous efforts to improve efficiencies in the supply chain network, to mitigate rising costs of labour and fuel. Inventory and pricing controls are put in place to reduce the risk of fluctuations in raw material prices. The Company continues to digitally enable its processes across the value chain and bring in automation for greater transparency and better risk management. The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for all manufacturing sites are analyzed to minimize risk associated with protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines defined by the Company. The Company fulfills its legal requirements concerning emission, waste water and waste disposal. Improving work place safety continued to be top priority at all manufacturing sites.

### **CORPORATE SOCIAL RESPONSIBILITIES:**

The Corporate Social Responsibility Committee was constituted as per Section 135 of the Companies Act, 2013 ("the Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The average profit of the Company for last three years is 1945.24 Lakhs. Prescribed CSR expenditure is 38.90 Lakhs. Details of CSR spent during the financial year 2018-19 are as per Annexure VI enclosed. Amount unspent during the year is 21.10 Lakhs as lack of avenues and opportunities for the Company during the year. The Corporate Social Responsibility (CSR) policy of the Company has been posted on website of the Company.

### **OUTLOOK:**

The outlook for the business continues to be positive, as the Company continues to work on distribution expansion, brand building initiatives and strengthening of supply chain. The Company has identified opportunities for new and related products. The Company is expanding its business and focusing on sales fundamentals as well as use of technology in driving productivity and customer service. Despite short term challenges of high energy costs, concerns of trade wars impact, local political developments and larger concerns on slowing down of world trade, prospect for the business remains optimistic. The Company remains committed to execute its growth strategy to further strengthen and leverage its leadership position. The business is also focused on Modern Trade and non-traditional channels such as e-commerce, to ensure availability at a multitude of consumer touch points. Digital media continues to form an important medium of communication for the Company's brands.

The Company will continue its efforts to stabilize its cost base and improve upon production to meet the market demand. Competitiveness will be defined by price and quality which means strategic market mixes will determine gains for the company. These efforts will not only focus on the immediate needs but also look at the future raw material requirements and at process improvements at the plant. The safety performance will be continued to improve significantly in FY 2019-20

### **Cautionary Statement**

Statements in the Management Discussion and Analysis describing the objectives, projections, estimates and expectations of the Company, its direct and indirect subsidiaries and its associates, may be 'forward looking statements' within the meaning of applicable

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## Annexures to Directors' Report *(Contd..)*

laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply, price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

On behalf of the Board of Directors  
For **Indo Amines Limited**

SD/-

**Dr. Deepak Kanekar**  
Chairman & Director  
DIN: 02570268

Place: Dombivli  
Date: 25th May, 2019

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## Annexures to Directors' Report *(Contd..)*

### Annexure IV

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014**

#### **A. CONSERVATION OF ENERGY:**

The Company is engaged in the continuous process of further energy conservation through improved operational and maintenance practices and also undertaken effective measures to minimize energy consumption and the measures have resulted / will result in the consumption of power, fuel and coal, ultimately resulting in savings in the cost of production

#### **B. TECHNOLOGY ABSORPTION:**

##### **(i) Efforts, in brief, made towards technology absorption, adoption and innovation**

The technologies have been further upgraded over the years through in-house innovation and knowledge engineering to achieve better material and energy efficiencies.

##### **(ii) Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc**

Full understanding of the technology helped the Company to identify and develop schemes for the recovery of by products. Better process knowledge and simulation facilitated achievement of higher production volumes, quality improvement and energy conservation.

#### **C. RESEARCH & DEVELOPMENT :**

##### **(i) Specific areas in which R & D is carried out by the Company**

The R&D unit is engaged in developmental activities such as developing alternate products and attaining better production efficiencies. To foster technical excellence and to maintain its leadership position, your Company continues to accord high priority to R&D.

##### **(ii) Benefits derived as a result of the above efforts**

The Company has been successful in new products and process development, quality, safety, standard, environmental protection measures and conservation of energy improvement.

##### **(iii) Future plans of action**

R&D in the relevant areas of business operations will continue. Emphasis will be on adopting products and processes to improve performance, be more environments friendly with a view to meeting customer needs.

#### **D. FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of Foreign Exchange Earnings & Expenditure in Foreign Currency is given in Note No. 34 & Note No. 33 respectively, of Notes to Accounts in Annual Report.

On behalf of the Board of Directors  
For **Indo Amines Limited**

SD/-

**Dr. Deepak Kanekar**  
Chairman & Director  
DIN: 02570268

Place: Dombivli  
Date: 25th May, 2019

**Annexures to Directors' Report** (Contd..)**Annexure V****Form No. MGT - 9****Extract of Annual Return**

As on the financial year ended 31.03.2019

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i	<b>CIN</b>	L99999MH1992PLC070022
ii	<b>Registration Date</b>	17/12/1992
iii	<b>Name of the Company</b>	<b>INDO AMINES LIMITED</b>
iv	<b>Category/Sub-Category of the Company</b>	Limited by Shares/ Indian Non-Government Company.
v	<b>Whether listed Company (Yes/No)</b>	YES
vi	<b>Address of the Registered Office and contact details</b>	W-44, MIDC Phase-II, Dombivli (E), Dist. Thane, Thane-421203. Tel: 0251 2871354 Email: shares@indoaminesltd.com Website: www.indoaminesltd.com
vii	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin Works Building, Opp Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra. Tel: 022 62638200

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
1.	Manufacture of organic and inorganic chemical compounds n.e.c.	20119	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

AS ON 31.03.2019 FOLLOWING ARE THE SUBSIDIARY/ASSOCIATE COMPANIES OF THE COMPANY:

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/Subsidiary of the Company	% of shares held	Applicable Section
1	Key Organics Pvt. Ltd.	U24200MH1989PTC051084	Subsidiary	100%	2(87)
2	Indo Amines (Malaysia) SDN&BHD.	(956356 - X)	Subsidiary	100%	2(87)
3	Indo Amines (Europe) Ltd.	05739067	Associate	50%	2(6)
4	Indo Amines Americas LLC	35-2508923	Subsidiary	100%	2(87)

## Annexures to Directors' Report *(Contd..)*

### IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

#### (i) Category-wise Share Holding:

Sr. No.	Category of Shareholder	Number of Shares held at the beginning of the Year				Number of Shares held at the end of the Year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A</b>	<b>Promoters</b>									
1	Indian									
a	Individuals / HUF	65,01,550	–	65,01,550	19.50	62,48,751	–	62,48,751	18.74	(0.76)
b	Central Government	–	–	–	–	–	–	–	–	–
c	State Government(s)	–	–	–	–	–	–	–	–	–
d	Bodies Corporate	1,82,62,628	–	1,82,62,628	54.76	1,82,62,628	–	1,82,62,628	54.76	–
e	Banks / FI	–	–	–	–	–	–	–	–	–
f	Any other (specify)	–	–	–	–	–	–	–	–	–
	<b>Subtotal (A)(1)</b>	<b>2,47,64,178</b>	<b>–</b>	<b>2,47,64,178</b>	<b>74.26</b>	<b>2,45,11,379</b>	<b>–</b>	<b>2,45,11,379</b>	<b>73.50</b>	<b>(0.76)</b>
<b>2</b>	<b>Foreign</b>									
a	NRI—Individuals	–	–	–	–	–	–	–	–	–
b	Other—Individuals	–	–	–	–	–	–	–	–	–
c	Bodies corporate	–	–	–	–	–	–	–	–	–
d	Banks / FI	–	–	–	–	–	–	–	–	–
e	Qualified Foreign investor	–	–	–	–	–	–	–	–	–
f	Any other (specify)	–	–	–	–	–	–	–	–	–
	<b>Sub Total (A)(2)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A) (1) + (A)(2)</b>	<b>2,47,64,178</b>	<b>–</b>	<b>2,47,64,178</b>	<b>74.26</b>	<b>2,45,11,379</b>	<b>–</b>	<b>2,45,11,379</b>	<b>73.50</b>	<b>(0.76)</b>
<b>B</b>	<b>Public Shareholding</b>									
<b>1</b>	<b>Institutions</b>	–	–	–	–	–	–	–	–	–
a	Mutual Funds	–	–	–	–	–	–	–	–	–
b	Banks / FI	–	–	–	–	–	–	–	–	–
c	Central Government	–	–	–	–	–	–	–	–	–
d	State Government(s)	–	–	–	–	–	–	–	–	–
e	Venture Capital Funds	–	–	–	–	–	–	–	–	–
f	Insurance Companies	–	–	–	–	–	–	–	–	–
g	FIs	–	–	–	–	–	–	–	–	–
h	Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
i	Qualified Foreign investor	–	–	–	–	–	–	–	–	–
j	Other (Specify)—Alternate Investment Funds	–	–	–	–	–	–	–	–	–
	<b>Sub Total (B)(1)</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>2</b>	<b>Central / State government(s)</b>									
(a)	Central Government/ State Government(s)/President of India	400	–	400	0.00	–	–	–	–	0.00
	<b>SUB TOTAL (B)(2)</b>	<b>400</b>	<b>–</b>	<b>400</b>	<b>0.00</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>0.00</b>

## Annexures to Directors' Report (Contd..)

Sr. No.	Category of Shareholder	Number of Shares held at the beginning of the Year				Number of Shares held at the end of the Year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
3	<b>Non-Institutions</b>									
a	Bodies Corporate									
i	Indian	2,94,529	26,800	3,21,329	0.96	2,90,141	25,300	3,15,441	0.95	(0.01)
ii	Overseas	–	–	–	–	–	–	–	–	–
b	Individuals									
i	Individuals—Shareholders holding nominal share capital in upto of ₹ 1 lakh	25,64,249	16,56,360	42,20,609	12.66	25,36,815	12,56,830	37,93,645	11.39	(1.27)
ii	Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	29,05,810	52,000	29,57,810	8.87	33,33,100	52,000	33,85,200	10.15	1.28
c	NBFCs registered with RBI	–	–	–	–	–	–	–	–	–
d	Employee Trusts	–	–	–	–	–	–	–	–	–
e	Overseas Depositories (holding DRs) (balancing figure)	–	–	–	–	–	–	–	–	–
f	Any Other (Clearing Member)	55,499	–	55,499	0.17	71,115	–	71,115	0.21	0.11
g	Any Other (Escrow Account)	3,54,130	–	3,54,130	1.06	3,53,330	–	3,53,330	1.06	0.00
h	Any Other (Non Resident Indians (Non Repat)	27,851	–	27,851	0.08	26,448	–	26,448	0.08	0.00
h	Any Other (Non Resident Indians (Repat)	74,394	–	74,394	0.22	62,332	–	62,332	0.18	(0.04)
h	Any Other (Non Resident Indians (NRI)	4,080	5,68,500	5,72,580	1.72	0	4,62,000	4,62,000	1.38	(0.34)
l	IEPF	–	–	–	–	3,60,980	6,910	3,67,890	1.10	1.10
	<b>Sub Total (B)(3)</b>	<b>62,80,542</b>	<b>23,03,660</b>	<b>85,84,202</b>	<b>25.74</b>	<b>70,34,361</b>	<b>18,03,040</b>	<b>88,37,401</b>	<b>26.50</b>	<b>0.76</b>
	<b>Total Public Shareholding (B) = (B) (1) + (B) (2) + (B)(3)</b>	<b>62,80,942</b>	<b>23,03,660</b>	<b>85,84,602</b>	<b>25.74</b>	<b>70,34,361</b>	<b>18,03,040</b>	<b>88,37,401</b>	<b>26.50</b>	<b>0.76</b>
C	<b>Custodians for GDRs and ADRs</b>	–	–	–	–	–	–	–	–	–
	<b>Grand Total (A) + (B) + (C)</b>	<b>3,10,45,120</b>	<b>23,03,660</b>	<b>3,33,48,780</b>	<b>100.00</b>	<b>3,15,45,740</b>	<b>18,03,040</b>	<b>3,33,48,780</b>	<b>100.00</b>	<b>0.00</b>

### (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1.	Techno Securities India Pvt. Ltd.	41,81,960	12.54	0.00	41,81,960	12.54	0.00	0.00
2.	Techno Holdings India Pvt. Ltd.	39,01,980	11.70	0.00	39,01,980	11.70	0.00	0.00
3.	Vijay Palkar	33,01,284	9.90	0.00	32,87,084	9.86	0.00	(0.04)
4.	Unigroup Resources Pvt. Ltd.	30,58,960	9.17	0.00	30,58,960	9.17	0.00	0.00
5.	Palkar Commercials Pvt Ltd.	20,35,000	6.10	0.00	20,35,000	6.10	0.00	0.00
6.	Palkar Finance And Consultancy Services Pvt. Ltd.	41,66,960	12.50	0.00	41,66,960	12.50	0.00	0.00
7.	Bharati Palkar	21,37,424	6.41	0.00	21,37,424	6.41	0.00	0.00

Notice

Directors' Report

Annexures to Directors' Report

Standalone Financial Statements

Consolidated Financial Statements

## Annexures to Directors' Report *(Contd..)*

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	
8.	Marvel Indenting Pvt Ltd	9,17,768	2.75	0.00	9,17,768	2.75	0.00	0.00
9.	Rahul Palkar	3,55,554	1.07	0.00	3,55,555	1.07	0.00	0.00
10.	Kirit Shah	2,97,494	0.90	0.00	2,97,494	0.89	0.00	0.00
11.	Atul Palkar	1,65,270	0.50	0.00	1,65,270	0.50	0.00	0.00
12.	Sanjay Chougule	5,904	0.02	0.00	5,904	0.02	0.00	0.00
13.	Ashwini Palkar	20	0.00	0.00	20	0.00	0.00	0.00
14.	*Salim Memon	85,427	0.26	0.00	0.00	0.00	0.00	0.00
15.	*Sanam Memon	83,189	0.25	0.00	0.00	0.00	0.00	0.00
16.	*Sana Memon	15,710	0.05	0.00	0.00	0.00	0.00	0.00
17.	*Saad Memon	15,336	0.05	0.00	0.00	0.00	0.00	0.00
18.	*Benazir Memon	38,938	0.12	0.00	0.00	0.00	0.00	0.00
	<b>TOTAL</b>	<b>2,47,64,178</b>	<b>74.26</b>	<b>0.00</b>	<b>2,45,11,379</b>	<b>73.50</b>	<b>0.00</b>	<b>(0.76)</b>

\*Shares hold by Memon Family has been shifted from Shareholding of Promoters Category to Shareholding of Public Category due to reclassification of Promoters Shareholding as approved by BSE Limited on 15th November, 2018.

### (iii) Change in Promoters' Shareholding (please specify, if there is no change):

Sr. No.	Particulars	Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	<b>Mr. Vijay Palkar</b>					
	At the beginning of the year		33,01,284	9.90	33,01,284	9.90
	Date of Decrease – 14th December, 2018	Off Market - Demat Transfer of Shares	14,200	0.04	32,87,084	9.86
	At the End of the year		32,87,084	9.86	32,87,084	9.86
2.	<b>Mr. Rahul Palkar</b>					
	At the beginning of the year		3,55,554	1.07	3,55,554	1.07
	Date of Increase – 16th November, 2018	Purchase	1	0.00	3,55,555	1.07
	At the End of the year		3,55,555	1.07	3,55,555	1.07
3.	<b>Salim Memon</b>					
	At the beginning of the year		85,427	0.26	85,427	0.26
	Date of Decrease – 15th November, 2018	Reclassification from Promoter to Public	85,427	0.26	–	–
	At the End of the year		–	–	–	–
4.	<b>Sanam Memon</b>					
	At the beginning of the year		83,189	0.25	83,189	0.25
	Date of Decrease – 15th November, 2018	Reclassification from Promoter to Public	83,189	0.25	–	–
	At the End of the year		–	–	–	–

## Annexures to Directors' Report (Contd..)

Sr. No.	Particulars	Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>5.</b>	<b>Sana Memon</b>					
	At the beginning of the year		15,710	0.05	15,710	0.05
	Date of Decrease – 15th November, 2018	Reclassification from Promoter to Public	15,710	0.05	–	–
	At the End of the year		–	–	–	–
<b>6.</b>	<b>Saad Memon</b>					
	At the beginning of the year		15,336	0.05	15,336	0.05
	Date of Decrease – 15th November, 2018	Reclassification from Promoter to Public	15,336	0.05	–	–
	At the End of the year		–	–	–	–
<b>7.</b>	<b>Benazir Memon</b>					
	At the beginning of the year		38,938	0.12	38,938	0.12
	Date of Decrease – 15th November, 2018	Reclassification from Promoter to Public	38,938	0.12	–	–
	At the End of the year		–	–	–	–

Except mentioned above, No change in Shareholding of Promoter & Promoter Group of the Company.

### (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Top 10 Shareholders	Reason for change	Shareholding at the beginning of the year- 1st April, 2018		Shareholding at the end of the year- 31st March, 2019	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>1</b>	<b>Subramanian P</b>					
	At the beginning of the year		15,24,990	4.57	15,24,990	4.57
	Date of Decrease – 03/08/2018	Transfer	-4,500	0.00	15,20,490	4.56
	Date of Decrease – 15/03/2019	Transfer	-2,700	0.01	15,17,790	4.55
	At the End of the year		15,17,790	4.55	15,17,790	4.55
<b>2</b>	<b>Santosh Kumar Khemka</b>					
	At the beginning of the year		355,000	1.06	355,000	1.06
	Date of Decrease – 29/06/2018	Transfer	-2,000	0.00	353,000	1.06
	Date of Increase – 06/07/2018	Transfer	2,000	0.00	355,000	1.06
	Date of Decrease – 31/08/2018	Transfer	-4,000	0.01	351,000	1.05
	Date of Increase – 08/03/2019	Transfer	4,000	0.01	355,000	1.06
	At the End of the year		355,000	1.06	355,000	1.06
<b>3</b>	<b>Ramu Yallappa Chougale</b>					
	At the beginning of the year		0	0	0	0
	Date of Increase – 22/02/2019	Transfer	60,000	0.18	60,000	0.18
	Date of Increase – 22/03/2019	Transfer	194,978	0.58	254,978	0.76
	Date of Increase – 29/03/2019	Transfer	492	0.00	255,470	0.77
	At the beginning of the year		255,470	0.77	255,470	0.77



## Annexures to Directors' Report *(Contd..)*

Sr. No.	Top 10 Shareholders	Reason for change	Shareholding at the beginning of the year- 1st April, 2018		Shareholding at the end of the year- 31st March, 2019	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
<b>4</b>	<b>C Muraleedharan</b>					
	<b>At the beginning of the year</b>		<b>181,500</b>	<b>0.54</b>	<b>181,500</b>	<b>0.54</b>
	Date of Decrease – 10/08/2018	Transfer	-500	0.00	181,000	0.54
	Date of Decrease – 07/09/2018	Transfer	-1	0.00	180,999	0.54
	Date of Decrease – 14/09/2018	Transfer	-501	0.00	180,498	0.54
	Date of Decrease – 18/09/2018	Transfer	-1498	0.00	179,000	0.54
	Date of Decrease – 21/09/2018	Transfer	-500	0.00	178,500	0.54
	<b>At the End of the year</b>		<b>178,500</b>	<b>0.54</b>	<b>178,500</b>	<b>0.54</b>
<b>5</b>	<b>Chitra Khemka</b>					
	<b>At the beginning of the year</b>		<b>95,000</b>	<b>0.28</b>	<b>95,000</b>	<b>0.28</b>
	No Change		0	0	0	0
	<b>At the End of the year</b>		<b>95,000</b>	<b>0.28</b>	<b>95,000</b>	<b>0.28</b>
<b>6</b>	<b>Salim Dawood Memon</b>					
	<b>At the beginning of the year</b>		<b>85,427</b>	<b>0.26</b>	<b>85,427</b>	<b>0.26</b>
	No Change		0	0	0	0
	<b>At the End of the year</b>		<b>85,427</b>	<b>0.26</b>	<b>85,427</b>	<b>0.26</b>
<b>7</b>	<b>Sanam Salim Memon</b>					
	<b>At the beginning of the year</b>		<b>83,189</b>	<b>0.25</b>	<b>83,189</b>	<b>0.25</b>
	No Change		0	0	0	0
	<b>At the End of the year</b>		<b>83,189</b>	<b>0.25</b>	<b>83,189</b>	<b>0.25</b>
<b>8</b>	<b>Neelam Ayurchem India Pvt Ltd</b>					
	<b>At the beginning of the year</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	Date of Increase – 22/03/2019		79,070	0.24	79,070	0.24
	Date of Increase – 29/03/2019		930	0.00	80,000	0.24
	<b>At the End of the year</b>		<b>80,000</b>	<b>0.24</b>	<b>80,000</b>	<b>0.24</b>
<b>9</b>	<b>Beenakumari Prashantkumar Sheth.</b>					
	<b>At the beginning of the year</b>		<b>60,000</b>	<b>0.18</b>	<b>60,000</b>	<b>0.18</b>
	No Change		0	0	0	0
	<b>At the End of the year</b>		<b>60,000</b>	<b>0.18</b>	<b>60,000</b>	<b>0.18</b>
<b>10</b>	<b>Venkata Ganapathi Raju Dantuluri</b>					
	<b>At the beginning of the year</b>		<b>59,000</b>	<b>0.18</b>	<b>59,000</b>	<b>0.18</b>
	Date of Decrease – 01/06/2018		8,000	0.3	51,000	0.15
	Date of Decrease – 27/07/2018		2,000	0.00	49,000	0.15
	Date of Increase – 12/010/2018		1,000	0.00	50,000	0.15
	<b>At the End of the year</b>		<b>50,000</b>	<b>0.15</b>	<b>50,000</b>	<b>0.15</b>

## Annexures to Directors' Report (Contd..)

## (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
DIRECTORS						
1.	Mr. Vijay Palkar*					
	At the beginning of the year		33,01,284	9.90	33,01,284	9.90
	Date of Decrease – 14th December, 2018	Off Market - Demat Transfer of Shares	14,200	0.04	32,87,084	9.86
	At the End of the year		32,87,084	9.86	32,87,084	9.86
2.	Mr. Rahul Palkar					
	At the beginning of the year		3,55,554	1.07	3,55,554	1.07
	Date of Increase – 16th November 2018	Purchase	1	0.00	3,55,555	1.07
	At the End of the year		3,55,555	1.07	3,55,555	1.07
3.	Mrs. Bharati Palkar#					
	At the beginning of the year		21,37,424	6.41	21,37,424	6.41
	Date of Increase	Nil movement during the year	0.00	0.00	21,37,424	6.41
	Date of Decrease		0.00	0.00	21,37,424	6.41
	At the End of the year		21,37,424	6.41	21,37,424	6.41
4.	Mr. Salim Memon					
	At the beginning of the year		85,427	0.25	85,427	0.25
	Date of Increase	Nil movement during the year	0.00	0.00	85,427	0.25
	Date of Decrease		0.00	0.00	85,427	0.25
	At the End of the year		85,427	0.25	85,427	0.25
5.	Dr. Deepak Kanekar					
	At the beginning of the year		100	0.00	100	0.00
	Date of Increase – 06/04/2018	Transfer	300	0.00	400	0.00
	Date of Increase – 11/05/2018	Transfer	500	0.00	900	0.00
	Date of Increase – 08/06/2018	Transfer	296	0.00	1196	0.00
	Date of Increase – 22/06/2018	Transfer	500	0.00	1696	0.01
	Date of Increase – 06/07/2018	Transfer	700	0.00	2396	0.01
	Date of Increase – 20/07/2018	Transfer	200	0.00	2596	0.01
	Date of Increase – 14/12/2018	Transfer	50	0.00	2646	0.01
	At the End of the year		2646	0.01	2646	0.01

Except mentioned above, none of the Directors & KMP holds any shares in the Company.

\* Mr. Vijay Palkar, Managing Director & CEO has been included in the List of Directors as well as KMP.

# Mrs. Bharati Palkar, Whole Time Director has been included in the List of Directors as well as KMP. However, she has step down from the position of CFO on 9th Feb, 2019

## Annexures to Directors' Report *(Contd..)*

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	7146.35	1528.13	–	8674.48
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
<b>Total (i+ii+iii)</b>	<b>7146.35</b>	<b>1528.13</b>	<b>–</b>	<b>8674.48</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	3840.25	2000.00	–	5840.25
Reduction	(828.43)	(1524.63)	–	(2353.06)
<b>Net Change</b>	<b>3011.82</b>	<b>475.37</b>	<b>–</b>	<b>3487.19</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	10158.17	2003.50	–	12161.67
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
<b>Total (i+ii+iii)</b>	<b>10158.17</b>	<b>2003.50</b>	<b>–</b>	<b>12161.67</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars	Name of MD/WT/Manager								
		(₹ in Lakhs)								
		Vijay Palkar	Bharati Palkar	Rahul Palkar	Kirit Shah (upto 30th Sep, 2018)	C. L. Kadam	Nandu Gupta	Salim Memon	Keyur Chitre	Jayaprakash Shetty
1.	Gross Salary									
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	150.00	120.00	27.60	13.99	9.95	46.67	30.00	16.75	0.00
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
4.	Commission									
	- As % of Profit									
	- Others, specify	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
5.	Others, please specify									
	Sitting Fees	1.50	1.50	1.25	0.25	1.25	1.00	1.50	1.25	0.50
	<b>Total (A)</b>	<b>151.50</b>	<b>121.50</b>	<b>28.85</b>	<b>14.24</b>	<b>11.20</b>	<b>47.67</b>	<b>31.50</b>	<b>18.00</b>	<b>0.50</b>
	<b>Ceiling as per the Act</b>	<b>168.00</b>	<b>168.00</b>	<b>168.00</b>	<b>168.00</b>	<b>168.00</b>	<b>168.00</b>	<b>168.00</b>	<b>168.00</b>	<b>168.00</b>

## Annexures to Directors' Report (Contd..)

### B. Remuneration of other directors:

(₹ In Lakhs)

Sr. No.	Particulars	Name of Directors								
		Mr. R. Raghavendra Ravi	Mr. Suneel Raje	Mr. Dhawal Vora	Mr. Nishikant Sule	Dr. Deepak Kanekar	Mr. Madhav Nandgaonkar	Mr. Mahendra Thakoor	Mr. Satish Chitale	Ms. Lakshmi Kantam
	Independent Directors	Independent Director	Independent Director	Independent Director	Independent Director	Non- Ex Director	Independent Director	Independent Director	Independent Director	Independent Director
	Fee for attending board committee meetings	1.32	1.50	2.58	2.64	0.00	2.64	2.07	2.12	1.00
	Commission	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total (1)</b>	<b>1.32</b>	<b>1.50</b>	<b>2.58</b>	<b>2.64</b>	<b>0.00</b>	<b>2.64</b>	<b>2.07</b>	<b>2.12</b>	<b>1.00</b>
	<b>Other Non-Executive Directors</b>									
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00	1.84	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00	12.35	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Total (2)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>14.19</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total (B) = (1+2)</b>	<b>1.32</b>	<b>1.50</b>	<b>2.58</b>	<b>2.64</b>	<b>14.19</b>	<b>2.64</b>	<b>2.07</b>	<b>2.12</b>	<b>1.00</b>
	<b>Total Managerial Remuneration</b>	<b>1.32</b>	<b>1.50</b>	<b>2.58</b>	<b>2.64</b>	<b>14.19</b>	<b>2.64</b>	<b>2.07</b>	<b>2.12</b>	<b>1.00</b>

### C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Total Amount	Total Amount	Total Amount
		Mukeshkumar Agrawal CFO*	Tripti Sharma CS	
1.	Gross Salary	—	—	—
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	2.25	5.50	7.75
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	—	1.00	1.00
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	—	—	—
2.	Stock Option	—	—	—
3.	Sweat Equity	—	—	—
4.	Commission			
	- As % of Profit			
	- Others, specify	—	—	—
5.	Others, please specify	—	—	—
	<b>Total</b>	<b>2.25</b>	<b>6.50</b>	<b>8.75</b>

\* Mr. Mukeshkumar Agrawal was appointed as Chief Financial Officer with the effect from 10th February, 2019

## Annexures to Directors' Report *(Contd..)*

### VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal, if any (give details)
<b>A. COMPANY</b>					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
<b>B. DIRECTORS</b>					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	–	–	–	–	–
Punishment	–	–	–	–	–
Compounding	–	–	–	–	–

On behalf of the Board of Directors  
For **Indo Amines Limited**

SD/-

**Dr. Deepak Kanekar**  
Chairman & Director  
DIN: 02570268

Place: Dombivli  
Date: 25th May, 2019

## Annexures to Directors' Report (Contd..)

## Annexure VI

## CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013

## 1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

The CSR initiatives of the Company aim towards inclusive development of communities through a range of social interventions, enhancing skills and building, social infrastructure to improve their livelihood. Our CSR approach focuses on development of communities around the vicinity of our plants and Registered Office.

Our CSR Policy focuses on thrust areas of Education, Promotion of Health care & Rehabilitation.

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is [http://indoaminesltd.com/company\\_policies.php](http://indoaminesltd.com/company_policies.php).

## 2. The Composition of the Sustainability and Corporate Social Responsibility Committee (CSR Committee)

- Mr. N S Sule – Chairman
- Mrs. Bharati Palkar - Member
- Mr. Vijay Palkar – Member

## 3. Average net profit of the Company for last three financial years: ₹ 1945.247/-

## 4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): The Company is required to spend 2% of last three years' average net profit – ₹ 38.90 lakhs

## 5. Details of CSR spent during the financial year –

- Total amount to be spent for FY19: ₹ 38.90 lakhs
- Amount unspent, if any – ₹ 21.10 lakhs
- Amount actually spent – ₹ 17.80 lakhs

## (d) Manner in which the amount spent during the financial year is detailed below –

(₹ In lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified.	Sector	Location	Amount outlay (budget) project or programs wise	Amount spent on the project or programs	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing Agency
1.	Educational Scholarships and Donations	Education	Maharashtra	30.00	14.71	14.71	Direct
2.	Disha Samajik Sanstha & Mahesh Patil Pratishthan	Rehabilitation	Maharashtra	6.00	2.49	17.20	Direct & indirect
3.	Other Promotional activities	Promotion of Health care – Sanitation, Drinking water	Multiple locations	3.00	0.60	17.80	Direct & indirect
	<b>TOTAL</b>			<b>39.00</b>	<b>17.80</b>		

## 6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:

Lack of avenues and opportunities for the Company during the year.

## 7. CSR committee responsibility statement:

CSR Committee confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and policy of the Company

On behalf of the Board of Directors  
For **Indo Amines Limited**

SD/-

Place: Dombivli  
Date: 25th May, 2019

**Dr. Deepak Kanekar**  
Chairman & Director  
DIN: 02570268



## Annexures to Directors' Report (Contd..)

### Annexure VII

#### PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES

- a. The ratio of the remuneration of each Director to the median employee's remuneration for the financial year and such other details and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year as prescribed is as given below:

Name of each Director/ KMP	Ratio of Remuneration of each Director/ to median Remuneration of Employees	% Increase in Remuneration in the FY 2018-19
Dr. Deepak Kanekar, Chairman & Non-Executive Director	4.43	(1.05)
Mr. Vijay Bhalchandra Palkar, Managing Director & CEO	47.34	77.92
Mrs. Bharati Vijay Palkar, Executive Director	37.97	361.28
Mr. Rahul Vijay Palkar, Joint Managing Director	9.02	(28.94)
Mr. Kirit Harilal Shah, Executive Director	4.45	(47.06)
Mr. Changdeo Laxman Kadam, Executive Director	3.50	12.00
Mr. Salim D. Memon, Executive Director	9.84	0.80
Mr. Keyur Paresh Chitre, Executive Director	5.63	22.03
Mr. Nandu Gupta, Executive Director	14.90	N.A
Mr. Jayaprakash Shetty, Executive Director	0.16	N.A
Mr. R Raghavendra Ravi, Independent Non Executive Director	0.41	23.36
Mr. Dhawal Jitendra Vora, Independent Non Executive Director	0.81	29.65
Mr. Nishikant Sunder Sule, Independent Non Executive Director	0.83	14.78
Mr. Madhav N. Nandgaonkar, Independent Non Executive Director	0.83	66.04
Mr. Mahendra Thakoor, Independent Non Executive Director	0.65	12.50
Mr. Suneel M. Raje, Independent Non Executive Director	0.47	14.50
Ms. Lakshmi Kantam, Independent Non Executive Director	0.31	300.00
Mr. Satish Chitale, Independent Non Executive Director	0.66	N.A
Mr. Mukeshkumar Agrawal, Chief Financial Officer	2.25	N.A
Ms. Tripti Sharma, Head-Compliance & Company Secretary	2.03	85.71

#### Note:-

- As the liability for leave encashment is provided on an actuarial basis for the Company as a whole, the said amounts are not included above.
- Percentage Increase reflects remuneration paid in FY 2017-18 and FY 2018-19
  - Median Remuneration for the financial year 2018-19 is ₹ 3,20,000 (Rupees Three Lakhs Twenty Thousand Only).
  - The number of permanent employees on the rolls of the Company as on March 31, 2019 is 372.
  - Average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year viz. FY19 was 15.04%.
  - It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

On behalf of the Board of Directors  
For **Indo Amines Limited**

SD/-

Place: Dombivli  
Date: 25th May, 2019

**Dr. Deepak Kanekar**  
Chairman & Director  
DIN: 02570268

## Annexures to Directors' Report (Contd..)

Annexure VIII  
Corporate Governance Report

## 1) COMPANY'S PHILOSOPHY:

Indo Amines Limited ("The Company" or "Indo") governance philosophy is based on transparency and accountability. Good Corporate Governance is not an end in itself. It is the means to create confidence with stakeholders and establish business integrity for an organization. Indo has come a long way in adopting some of the key principles of Corporate Governance like transparency, fairness, disclosures and accountability and these principles have been strongly cemented in the pillars, it has been founded upon. The business strategies and operations of the Company are governed by these principles to ensure fiscal accountability, ethical corporate behavior and fairness to all stakeholders.

The Company's governance framework is based on the principles of an appropriate composition and size of the Board, availability of necessary information to the members of the Board and Board Committees to enable them to discharge their duties, timely disclosure of material information to the stakeholders and proper business conduct by the Board, Senior Management and Employees etc.

Besides complying with legal requirements, Indo has adopted best practices and set responsible standards of business. Good Corporate Governance practices have led the Company to raise its standards beyond compliances and foster commitment through-out the Company to adhere to these practices. Indo continues to benchmark itself and strives to meet the expectations of all its stakeholders.

## 2) BOARD OF DIRECTORS:

## i. Composition:

As per code of Corporate Governance, the composition of the Board of Directors ('Board') should be as such that the Board of Directors of the Company shall have an optimum combination of Executive and Non-Executive Directors. Since in our case the Chairman of the Board is a non-executive Director, one third of the Board should comprise of Independent Directors. As on 31st March, 2019, the Board of Directors of the Company comprised of an optimal proportion of Executive and Non-Executive Directors. The Board of Directors of your Company comprised of 17 (Seventeen) Directors out of which 1 (One) is Managing Director, 1 (One) is Joint Managing Director, 6 (Six) are Executive Directors (Whole-Time Directors), 1 (One) is Non-Executive Director and 8 (Eight) are Independent Non-Executive Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force) ('Listing Regulations') read with Section 149 of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) ('Act').

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within the limits prescribed under the Act and Listing Regulations. Necessary disclosures regarding Board and Committee positions in other public Companies as on March 31, 2019 have been made by all the Directors of the Company.

## ii. Independent Directors:

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration under Section 149(7) of the Act that he/she meets the criteria of independence as required under Section 149(6) of the Act and as per Regulation 16 (1) (b) of Listing Regulations.

Further, on the basis of declarations, the board noted and confirm that, the independent directors fulfill the conditions specified in the Listing Regulation and are independent from the management.

All Independent Directors maintain their limits of directorships as required under Listing Regulations. The maximum tenure of independent directors shall be in accordance with the Act and rules made thereunder, in this regard, from time to time.

## iii. Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and Regulation 25 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 9th February, 2019 to review the performance Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

## iv. Board Meetings:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful

## Annexures to Directors' Report (Contd..)

participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

### v. Information provided to the Board:

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Dombivli. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman and the Managing Director & Chief Executive Officer ('CEO') of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Managing Director & CEO and other members make presentations to the Board on matters including but not limited to the Company's performance, operations, plans, quarterly and annual financial results, compliance reports of applicable laws, etc. The Board has complete access to any information within the Company which includes information as specified in Regulation 17 and Part A of Schedule II of the Listing Regulations. In addition to these matters, the Board also has access to such other information which is relevant for its decision making.

In compliance with the provisions of Regulation 17 of Listing Regulation and section 173 of the Act, Board met 5 (Five) times during the year to review the performance and to deliberate and consider other items on the agenda. The dates on which the said meeting were held:

30th May, 2018, 10th August, 2018, 25th September, 2018, 03rd November, 2018 and 09th February, 2019.

The Maximum interval between any 2 (Two) consecutive Board meetings was well within the maximum allowed gap of 120 (One Hundred and twenty) days. The necessary quorum was present for all the meetings.

The details of attendance at Board Meetings held during the financial year 2018-19 and at the 25th Annual General Meeting held on 25th September, 2018('AGM') of the Company are detailed below:

Name of Director*	Category	No. of Board Meetings attended during the year 2018-19	Attendance at 25thAGM	**No. of Directorship(As on 31.03.2019)	No. of committee positions in Mandatory Committees*** (as on 31.03.2019)		No. of shares held in the Company as on 31st March, 2019
					Chairman	Member	
Dr. Deepak Kanekar (Chairman& Director)	Non-Executive	4	No	–	1	1	2,646
Mr. Vijay Palkar (Managing Director &CEO)	Executive	5	Yes	9	–	1	32,87,084
#Mr. Kirit Shah (Whole-Time Director)	Executive	1	No	5	–	–	2,97,494
Mrs. Bharati Palkar (Whole-Time Director)	Executive	5	Yes	8	–	1	21,37,424
Mr. Rajannan Raghavendra Ravi (Director)	Independent Non-Executive	3	No	1	1	1	–
Mr. Nishikant Sule (Director)	Independent Non-Executive	5	Yes	–	–	2	–
Mr.Changdeo Kadam (Whole-Time Director)	Executive	4	Yes	–	–	1	–
Mr. Dhawal Vora (Director)	Independent Non-Executive	5	Yes	–	–	2	–
Mr. Rahul Palkar (Joint Managing Director)	Executive	4	Yes	4	–	–	3,55,555
Mr. Madhav Nandgaonkar (Director)	Independent Non-Executive	5	No	–	1	1	–

## Annexures to Directors' Report (Contd..)

Name of Director*	Category	No. of Board Meetings attended during the year 2018-19	Attendance at 25th AGM	**No. of Directorship (As on 31.03.2019)	No. of committee positions in Mandatory Committees*** (as on 31.03.2019)		No. of shares held in the Company as on 31st March, 2019
					Chairman	Member	
Mr. Mahendra Thakoor (Director)	Independent Non-Executive	5	Yes	-	-	2	-
Mr. Salim Memon (Whole-Time Director)	Executive	5	Yes	-	-	-	85,427
Mr. Suneel Raje (Director)	Independent Non-Executive	5	Yes	-	-	-	-
Mr. Keyur Chitre (Whole-Time Director)	Executive	5	No	-	-	-	-
Ms. Lakshmi Kantam (Director)	Independent Non-Executive	4	Yes	1	-	-	-
##Mr. Nandu Gupta (Whole-Time Director)	Executive	3	Yes	4	-	-	-
##Mr. Satish Chitale (Director)	Independent Non-Executive	4	Yes	-	-	2	-
##Mr. Jayaprakash Shetty (Whole-Time Director)	Executive	2	No	1	-	-	-

\* Mr. Vijay Palkar, Mr. Kirit Shah, Mrs. Bharati Palkar, Mr. Rahul Palkar are Promoter-Shareholder of the Company.

\*\* Excludes Directorships in the Company, Associations, Foreign Companies, Government Bodies, Companies Amalgamated and Companies registered under Section 8 of the Act.

\*\*\* Only Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions.

# Mr. Kirit Shah has resigned from the Position of Director of the Company with effect from 01st October, 2018 respectively.

## Mr. Satish Chitale has been appointed as Independent Director of the Company on May 30, 2018.

## Mr. Nandu Gupta has been appointed as Executive Director of the Company on August 10, 2018.

## Mr. Jayaprakash Shetty has been appointed as Executive Director of the Company on September 25, 2018.

None of the Director of the Company is Director of any other listed entity except Indo Amines Limited as on 31st March, 2019.

#### vi. Relationship between Directors

Out of 17 Directors 3 Directors are related Directors viz: Mr. Vijay Palkar, Managing Director, Mrs. Bharati Palkar, Whole-Time Director & Mr. Rahul Palkar, Joint Managing Director. None of the other Directors are related with each other.

#### vii. Evaluation of the board's Performance:

The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, updation with the amendments in governing laws, safeguarding of minority shareholders interest etc.

The performance evaluation of has been conducted in the following manner:

- Performance evaluation of Board, Chairman, Managing Director, Non-Executive Director and Executive Director has been conducted by the Independent Directors (excluding the director being evaluated).
- Performance evaluation of Committee has been conducted by the Board of Directors (excluding the Committee Members being evaluated);

## Annexures to Directors' Report (Contd..)

- The performance evaluation of Independent Directors has been conducted by the entire Board of Directors (excluding the director being evaluated).

The Criteria for Evaluation of Performance of Independent Directors/ Board of Directors of the Company has been disclosed on the Company's website <http://www.indoaminesltd.com/Investors/Policies>. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The details of the program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and other related matters are uploaded on the Company's website <http://www.indoaminesltd.com/Investors/Policies>

### 3) COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas /activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate. The Company has currently following statutory Committees under the Listing Regulation and the Act.

#### i. Audit Committee

The Composition of Audit Committee is alignment with provisions of Section 177 of the Companies Act, 2013 and read with Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have experience in financial management. The Committee invites Chief Financial Officer, Joint Managing Director, Statutory Auditor(s) and Internal Auditor(s) to attend the meetings of the Committee.

Ms. Tripti Sharma, Compliance Officer & Company Secretary acts as a Secretary to the Committee.

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended 31st March, 2019 are as follows:

Name of the Member(s)	Nature of Membership	Meeting(s) details	
		Held	Attended
Mr. Madhav Nandgaonkar	Chairman	5	5
Mr. Vijay Palkar	Member	5	5
Mr. R. Raghavendra Ravi	Member	5	3
Mr. Dhawal Vora	Member	5	5
Dr. Deepak Kanekar	Member	5	4
Mr. Nishikant Sule	Member	5	5
Mr. Mahendra Thakoor	Member	5	3
Mr. Satish Chitale	Member	5	4

During the year there were in total Five (5) Audit Committee Meetings were held on 30th May, 2018, 09th August, 2018, 25th September, 2018, 02nd November, 2018 and 08th February, 2019. The time gap between the two meetings was not more than 120 days.

The Audit Committee is empowered, pursuant to its item of reference and its role, inter alia, in brief includes the following:

- 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.
- Recommending the appointment, remuneration and terms of appointment of auditors of the company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
  - Matters required being included in Director's Responsibility Statement included in Board's report.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries based on exercise of judgment by management.

## Annexures to Directors' Report *(Contd..)*

- d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
  - 6) Reviewing, with the management, statement of uses and application of funds raised through an issue, statement of funds utilized for other purposes and report of monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
  - 7) Review and monitor the auditors' independence and performance, and effectiveness of audit process.
  - 8) Approval or any subsequent modification of transactions of the company with related parties.
  - 9) Scrutiny of inter-corporate loans and investments.
  - 10) Valuation of undertakings or assets of the company, wherever it is necessary;
  - 11) Evaluation of internal financial controls and risk management systems;
  - 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
  - 14) Discussion with internal auditors of any significant findings and follow up there on.
  - 15) Reviewing the findings 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.
  - 16) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - 18) To review the functioning of the Whistle Blower mechanism.
  - 19) Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications', experience and background etc. of the candidate
  - 20) Any other matter referred to by the Board of Directors.

In fulfilling the above role, the Audit committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice. The draft minutes of the audit committee meetings are circulated among members before the same is confirmed and placed before the Board.

### ii. Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 read with part D of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Committee met 3 (Three) times during the financial year 2018-19 on 30th May, 2018, 09th August, 2018 and 08th February, 2019.

Notice

Directors' Report

Annexures to Directors' Report

Standalone Financial Statements

Consolidated Financial Statements



## Annexures to Directors' Report *(Contd..)*

The Composition of the Nomination and Remuneration Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2018-19 are as follows:

Name of the Member(s)	Nature of Membership	Meeting(s) details	
		Held	Attended
Mr. R. Raghavendra Ravi	Chairman	3	2
Mr. Dhawal Vora	Member	3	3
Mr. Mahendra Thakoor	Member	3	2
Mr. Satish Chitale	Member	3	2

Ms. Tripti Sharma, Compliance Officer & Company Secretary acts as a Secretary to the Committee.

The broad terms of reference of the Nomination and Remuneration Committee in brief include:

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy, relating to the remuneration for the directors, Key Managerial Personnel and other employees;
- To identify persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal
- To evaluate performance of Directors, Key Managerial Personnel and senior management and formulate the appropriate performance benchmarks.
- To devise a policy on diversity of Board of Directors.
- To decide whether to extend or continue the term of appointment of the Independent directors, on the basis of the report of performance evaluation of Independent Directors.
- Undertake any other matter as the Board may decide from time to time.

### iii. Stakeholders Relationship Committee

In compliance with the Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013, the Company has a Stakeholders' Relationship Committee. The Committee comprises five members including three Independent Directors. Dr. Deepak Kanekar, Non-Executive Director is the Chairman of the Committee. Ms. Tripti Sharma, Compliance Officer & Company Secretary, acts as a Secretary to the Committee.

During the financial year 2018-19, the Committee met 4 (Four) times i.e. on 30th May, 2018, 09th August, 2018, 02nd November, 2018 and 08th February, 2019. The details composition of the Shareholders Committee of the Company along with the details of the meetings held and attended by the Members of the Committee are as follows:

Name of the Member(s)	Nature of Membership	Meeting(s) details	
		Held	Attended
Dr. Deepak Kanekar	Chairman	4	4
Mr. C L Kadam	Member	4	3
Mrs. Bharati Palkar	Member	4	4
Mr. Nishikant Sule	Member	4	4
Mr. Madhav Nandgaonkar	Member	4	4

The terms of reference of the Shareholder's Relationship Committee in brief are as follows:

- To issue share certificates pursuant to duplicate/remat/renewal requests as and when received by the Company.
- Formulation of procedures, in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time.
- Approve the transmission of shares or other securities arising as a result of death of the sole / any of joint shareholders.
- Consider and resolve the complaints / grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend.

## Annexures to Directors' Report (Contd..)

- Approve, register and refuse to register transfer /transmission of shares and other securities.
- To authorize affixing of the Common seal of the Company from time to time on any deed or other instrument requiring authentication by or on behalf of the Company.
- Oversee & review, all matters connected with the transfer of securities of the Company.
- To deal with the Company's unclaimed / undelivered shares, as prescribed in the relevant Regulation of the Listing Regulations.
- To do all such acts, deeds and things as may be necessary in this regard.

### iv. Corporate Social Responsibility (CSR) Committee:

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013 read with rules issued there under.

During the year there was 9 (Nine) CSR Committee Meetings held on 18th June, 2018, 3rd July, 2018, 17th July, 2018, 14th July, 2018, 12th September, 2018, 7th November, 2018, 31st December, 2018, 2nd January, 2019, 12th February, 2019.

The constitution of the CSR Committee of the Board of Directors of the Company along with details of the meetings held and attended by the members of the Committee during the financial year 2018-19 is as detailed below:

Name of the Member(s)	Nature of Membership	Meeting(s) details	
		Held	Attended
Mr. Vijay Palkar	Chairman	9	9
Mrs. Bharati Palkar	Member	9	9
Mr. Nishikant Sule	Member	9	9

Ms. Tripti Sharma, Compliance Officer & Company Secretary, acts as a Secretary to the Committee.

The role of CSR Committee in brief are as follows: -

- Formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company;
- Recommending the amount of expenditure to be incurred on CSR activities of the Company;
- Reviewing the performance of Company in the area of CSR;
- Providing external and independent oversight and guidance on the environmental and social impact of how the Company conducts its business;
- Monitoring CSR Policy of the Company from time to time;
- Monitoring the implementation of the CSR projects or programs or activities undertaken by the Company.

### 4) BOARD MEMBERSHIP:

The Nomination and Remuneration Committee is responsible to formulate the criteria for appointment of a Director and review the said criteria for determining the qualifications, skills, positive attributes necessary for inducting members on the Board. The Committee is also responsible for screening the candidates, who meet the criteria, reviewing their appointment/re-appointment and making recommendations to the Board in this regard.

Some of the parameters considered by the Nomination and Remuneration Committee while recommending the appointment of a Director to the Board include:

- Composition of the Board;
- Desired diversity on the Board;
- Appropriate balance of skills, experience and knowledge;
- Professional qualifications, expertise and experience in specific area of business;
- Any present or potential conflict of interest;
- Ability to devote sufficient time and attention to his professional obligation for informed and balanced decision; and
- Ability to uphold ethical standards of integrity and probity accordance with the Company's values.

## Annexures to Directors' Report (Contd..)

### Disclosure on Remuneration of Directors

1. All elements of remuneration package of individual directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. The details are as mentioned below.
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

### The details of remuneration paid Director during 2018-19

(₹ in Lakhs)

Sr. No.	Name	Designation	Salary & Perquisites	Commission	Sitting Fees	Total
1.	Mr. Vijay Palkar	Promoter/ Managing Director	150.00	–	1.50	151.50
2.	Mr. Kirit Shah (upto 30th Sept, 2018)	Promoter/ Whole - Time Director	13.99	–	0.25	14.24
3.	Mrs. Bharati Palkar	Promoter/ Whole - Time Director	120.00	–	1.50	121.50
4.	Mr. Rahul Palkar	Promoter/ Joint Managing Director	27.60	–	1.25	28.85
5.	Mr. C. L. Kadam	Whole - Time Director	9.95	–	1.25	11.20
6.	Dr. Deepak Kanekar	Non-Executive Director	–	12.35	1.84	14.19
7.	Mr. Salim Memon	Promoter/ Whole - Time Director	30.00	–	1.50	31.50
8.	Mr. Keyur Chitre	Whole - Time Director	16.75	–	1.25	18.00
9.	Mr. R. Raghavendra Ravi	Independent/ Non-Executive Director	–	–	1.32	1.32
10.	Mr. Nishikant Sule	Independent/ Non-Executive Director	–	–	2.64	2.64
11.	Mr. Dhawal Vora	Independent/ Non-Executive Director	–	–	2.58	2.58
12.	Mr. Madhav Nandgaonkar	Independent/ Non-Executive Director	–	–	2.64	2.64
13.	Mr. Mahendra Thakoor	Independent/ Non-Executive Director	–	–	2.07	2.07
14.	Mr. Suneel Raje	Independent/ Non-Executive Director	–	–	1.50	1.50
15.	Ms. Lakshmi Kantam	Independent/ Non-Executive Director	–	–	1.00	1.00
16.	Mr. Nandu Gupta	Whole - Time Director	46.67	–	1.00	47.67
17.	Mr. Jayaprakash Shetty	Whole - Time Director	–	–	0.50	0.50
18.	Mr Satish Chitale	Independent/ Non-Executive Director	–	–	2.12	2.12

During the financial year 2018-19, the Company has not entered in to any transactions with the Non-Executive Director of the Company except the Company has paid commission to Dr. Deepak Kanekar. Further, the Company has not issued any stock options till date. The Company has Nomination and Remuneration Policy of Directors, Key Managerial Personnel, senior management and other employees. The said Policy also includes criteria for making payments to Non-Executive Directors. The policy is available at <http://www.indoaminesltd.com/Investors/Policies>

### 5) COMPLIANCE OFFICER:

Ms. Tripti Sharma, Company Secretary and Compliance Officer of the Company is responsible for complying with the requirements of the Listing Regulations and requirements of securities laws including SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### Address of Compliance Officer:

Indo Amines Limited  
W-44, MIDC, Phase II,  
Dombivli (East), Thane – 421 203  
Email Id: [shares@indoaminesltd.com](mailto:shares@indoaminesltd.com)

## Annexures to Directors' Report (Contd..)

### 6) NATURE OF COMPLAINTS AND REDRESSAL STATUS

During F.Y. 2018-19, the complaints and queries received by the Company were general in nature, which include issues relating to non-receipt of Dividend Warrants, Shares, Annual Reports and others, which were resolved to the satisfaction of the shareholders. Details relating to the number of complaints received and redressed during the financial year 2018-19 as on 31st March, 2019 are as under:

1	Complaints pending as on 01.04.2018	Nil
2	Received during the year	46
3	Resolved during the year	46
4	Complaints Pending as on 31.03.2019	Nil

### 7) GENERAL BODY MEETINGS:

Details of last three Annual General Meetings and the summary of Special Resolution passed therein are as under:

Financial Year	Date	Time	Venue	Special Resolution(s)
2015-16	06th August, 2016	12:30 p.m.	C.K. P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivli(East), Thane – 421 201	Nil
2016-17	29th December, 2017	11:30 a.m.	C.K. P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivli(East), Thane – 421 201	<ol style="list-style-type: none"> <li>1) Increase the limit of Directors on the Board i.e. more than 15 directors and Alteration of Articles of Association.</li> <li>2) Appointment of Mr. Salim Dawood Memon (DIN: 00903766) as a Director &amp; Whole-Time Director of the Company.</li> <li>3) Appointment of Mr. Keyur Pares Chitre(DIN: 07800503) as a Director &amp; Whole-Time Director of the Company.</li> <li>4) Appointment of Mrs. Bharati Vijay Palkar (DIN: 00136185) as an Executive Director (Whole –Time Director) of the Company.</li> <li>5) Appointment of Mr. Rahul Vijay Palkar (DIN: 00325590) as an Joint Managing Director of the Company.</li> <li>6) Approval of remuneration of Mr. Vijay Bhalchandra Palkar (DIN: 00136027) Managing Director &amp; CEO of the Company.</li> <li>7) Approval of remuneration of Mr. Kirit Harilal Shah (DIN: 00175193) Executive Director (Whole –Time Director) of the Company.</li> <li>8) Approval of remuneration of Mr. Changdeo Laxman Kadam(DIN: 00807296) Executive Director (Whole –Time Director)of the Company.</li> </ol>
2017-18	25th September, 2018	11:30 a.m.	C.K. P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivli(East), Thane – 421 201	<ol style="list-style-type: none"> <li>1) Re-appointment of Mr. Changdeo Laxman Kadam (DIN: 00807296) as an Whole - Time Director of the Company.</li> <li>2) Re-appointment of Mr. Vijay Bhalchandra Palkar (DIN: 00136027) as an Managing Director of the Company.</li> <li>3) Re-appointment of Mr. Kirit Harilal Shah (DIN: 00175193) as an Whole - Time Director of the Company.</li> <li>4) Appointment of Mr. Nandu Hariprasad Gupta (DIN: 00335406) as a Director &amp; Whole-Time Director of the Company.</li> <li>5) To authorize the Board of Directors of the Company to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of ₹ 500 Crores (Rupees Five Hundred Crores Only).</li> <li>6) To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of ₹ 500 Crores (Rupees Five Hundred Crores Only).</li> <li>7) To approve the limits for the Loans, Guarantee/Security and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013.</li> <li>8) Adoption of new set of Memorandum of Association ('MoA') as per the provisions of the Companies Act, 2013.</li> <li>9) Re-classification of Persons forming part of the Promoter Group from 'Promoter &amp; Promoter Group Category' to 'Public Category'</li> </ol>

Further, as on date of the report, No Special resolution is proposed to be conducted through postal ballot.

## Annexures to Directors' Report (Contd..)

The Company had provided facility of e-voting pursuant to provisions of the Act and the Listing Regulations, to its Members. A scrutinizer was appointed by the Company to monitor and review the e-voting process. On completion of e-voting process, the Scrutinizer presented a report to the Chairman. All the resolutions were passed with requisite majority.

### 8) MEANS OF COMMUNICATION:

Timely disclosure of the information on corporate financial performance and the corporate developments is a sign of good governance practice which Company follows:

i.	Quarterly results	:	Quarterly, half-yearly and annual financial results of the Company are submitted in time to BSE Limited and also published in leading English and vernacular Marathi Language newspaper "Free press Journal" and "Navshakti Mumbai" newspapers.
ii.	Website	:	In Compliance with Regulation 46 of the Listing regulations, a separate dedicated section under 'Investors' on the Company's website (www.indoaminesltd.com) gives information on various announcements made by the Company including status of unclaimed dividend, stock quotes, Annual Report, Quarterly/Half yearly/ Nine-months and Annual Financial results along with the applicable policies of the Company.
iii.	Stock Exchange	:	Your Company makes timely disclosures of necessary information to BSE Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.
iv.	Reminders to Investors	:	Reminders to shareholders for claiming unclaimed bonus Shares, submission of KYC, to convert their physical holdings in demat form, are regularly dispatched.
v.	News Releases/ Presentations	:	During the Financial Year 2018-19, the Company has displayed its results in news releases. Further, Investor's Meeting and Presentation of financial results made to the Institutional Investors/ analysts are disclosed to the stock exchange.

### 9) GENERAL SHAREHOLDERS INFORMATION:

#### i. AGM: Date, Time and Venue:

Date	10th August, 2019
Day	Saturday
Time	11:30 am
Venue	C.K.P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivali (East), Thane – 421 201

#### ii. The Financial year of the company is from April 1, 2018 to March 31, 2019.

#### iii. Dividend Payment Date: On or after 16th August, 2019 subject to shareholders' approval at ensuing Annual General Meeting.

#### iv. Book closure dates: Wednesday, 31st July, 2019 to Saturday, 10th August, 2019 (both days inclusive).

#### v. The details of dividend declared and paid by the Company for the last five years are as follows:

Year(s)	Percentage (%)	In ₹ per share (Face Value of ₹ 10 each)	Dividend Amount (₹ in lakhs)
2013-2014	5%	0.50	155.58
2014-2015	5%	0.50	164.58
2015-2016 (Interim)	5%	0.50	164.58
2015-2016 (Final)	5%	0.50	164.58
2016-2017	10%	1.00	329.17
2017-2018	10%	1.00	333.48

- vi. Name of the Stock Exchange : BSE Limited (BSE)  
 Stock Code : 524648  
 Scrip Name : INDOAMIN  
 ISIN : INE760F01010  
 CIN : L99999MH1992PLC070022

The Company has paid the listing fees in full to BSE Limited for F.Y. 2018-19 along with the custodian charges to National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL').

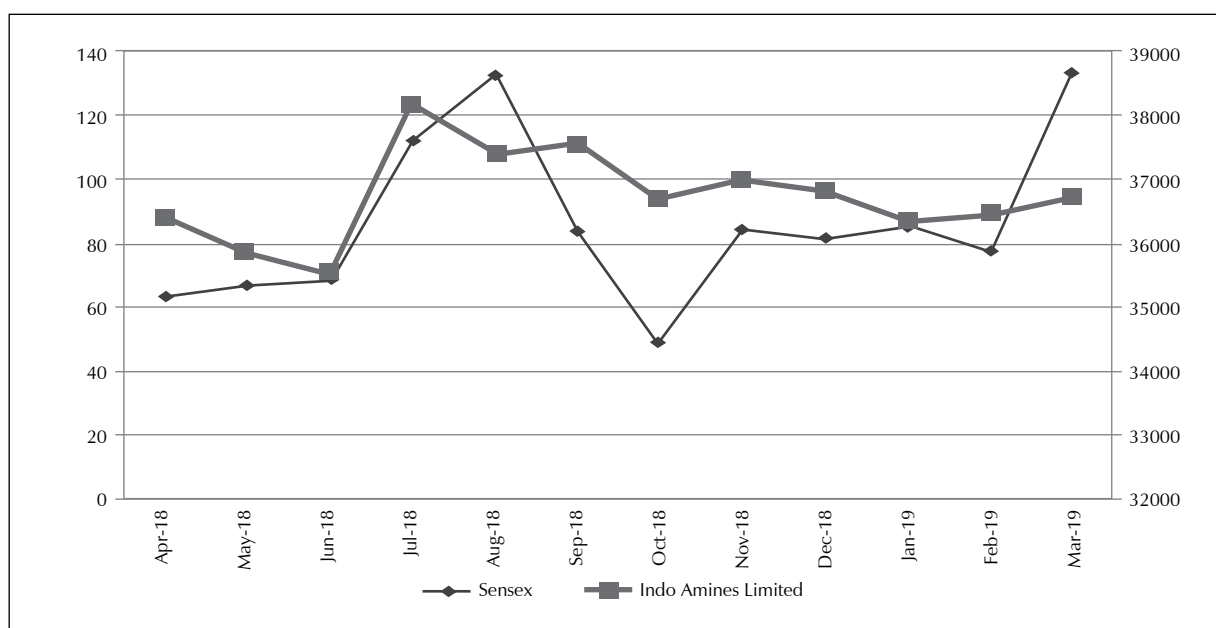
## Annexures to Directors' Report (Contd..)

- vii. Market price data: the monthly high and low prices of the Company's shares at BSE Limited for the financial year ended 31st March, 2019 are as follows:

Months	(All Figures in Indian Rupees)		
	High	Low	Close
April, 2018	98.00	82.55	87.85
May, 2018	94.00	74.55	76.85
June, 2018	84.00	66.20	69.60
July, 2018	131.00	65.00	123.80
August, 2018	143.00	104.00	108.03
September, 2018	146.00	98.60	110.95
October, 2018	118.00	88.25	94.05
November, 2018	117.35	94.00	100.10
December, 2018	103.85	93.00	96.50
January, 2019	112.90	83.25	87.30
February, 2019	94.65	77.00	89.30
March, 2019	110.70	86.50	94.10

(\*\*The prices have been sourced from BSE Limited)

- viii. Performance of the share price of the Company in comparison with BSE Sensex.



### 10) REGISTRAR AND TRANSFER AGENT:

All the work related to share registry, both in physical and electronic form is handled by the Company's Registrar and Transfer Agent at the below mentioned address:

#### Bigshare Services Private Limited

Add: 1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (E), Mumbai - 400059, Maharashtra, India.  
Tel No: 022 - 62638200  
Fax No: 022 - 62638299  
Email Id: investor@bigshareonline.com  
Web Add: www.bigshareonline.com



## Annexures to Directors' Report (Contd..)

### 11) SHARE TRANSFER SYSTEM.

M/s. Bigshares Services Private Limited is the Company's Registrar and Share Transfer Agent ("RTA") for carrying out share related activities like transfer of shares, transmission of shares, transposition of shares, name deletion, change of address, amongst others. The Board of Directors of the Company have delegated the authority to approve the transfer of shares, transmission of shares, request for name deletion of name of shareholders, etc. to the designated officials of the Company.

The share transfer activities in respect of the shares held in physical form are carried out by our RTA. The documents received for transfer are scrutinized by Company's RTA which is subject to review by the officials of the Company. The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

### 12) TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years from the date of transfer to Unclaimed Dividend Account on the Company. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific Order of Court, Tribunal or Statutory Authority, restraining transfer of the shares.

During the year under review, the Company had sent individual notices and also advertised in the newspapers seeking action from the shareholders who have not claimed their dividends for seven consecutive years or more. Accordingly, the Company the Company has transferred to IEPF following unpaid or unclaimed dividends and corresponding shares thereto during the financial years 2018-19 as under:-

Particulars	Amount of Dividend (in ₹)
Interim Dividend for the Financial Year 2009 -10	5,61,493.00
Interim Dividend for the Financial Year 2010 -11	5,46,508.20
Final Dividend for the Financial Year 2010-11	2,47,282.00

Shareholders/claimants whose shares, unclaimed dividend, have been transferred to the IEPF Demat Account or the Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on <http://www.iepf.gov.in>) from time to time. The Shareholders/ claimant can file only one consolidated claim in a financial year as per the rules.

During the Financial Year 2019-20, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March, 2012 on or before 24th February, 2020 to IEPF.

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on the website, at link <http://www.indoaminesltd.com/UnpaidDividend.php>. The shareholders are requested to verify their records and claim their unclaimed dividends for the past years, if not claimed.

### 13) DETAILS OF UNCLAIMED DIVIDEND:

The details of the outstanding unclaimed dividend as on 31st March, 2019 are as under:

Sr. No.	Particulars of Dividend	Amount (in ₹)	Due date for transfer to IEPF
1	Final Dividend 2011-2012	8,06,567.00	24th February, 2020
2	Final Dividend 2012-2013	7,52,983.00	20th November, 2020
3	Final Dividend 2013-2014	6,70,284.50	27th October, 2021
4	Final Dividend 2014-2015	7,05,143.50	30th November, 2022
5	Interim Dividend 2015-2016	3,63,344.00	19th April, 2023
6	Final Dividend 2015-2016	7,51,525.50	10th October, 2023
7	Final Dividend 2016-2017	2,128,039.00	02nd March, 2025
8	Final Dividend 2017-18	1,097,570.00	30th November, 2025
	<b>TOTAL</b>	<b>7,275,456.50</b>	

### 14) DIVIDEND:

The Company provides the facility of payment of dividend to the shareholders by directly crediting the dividend amount to the shareholder's Bank Account. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their

## Annexures to Directors' Report (Contd..)

dividend into their Bank account through the Banks' Automated Clearing House ("ACH") and/or any other permitted mode for credit of dividend.

Members holding shares in physical form are requested to register and/or update their core banking details with the Company and those holding shares in electronic form shall register/update such details with their Depository Participants (DPs) to enable credit of the dividend to their bank accounts electronically through ACH and/or any other permitted mode for credit of dividend. Further, to prevent fraudulent encashment of dividend warrants, shareholders are requested to provide their bank account details (if not provided earlier) to the Company/its RTA (if shares held in physical form) or to DPs (if shares held in electronic form), as the case may be, for printing of the same on the dividend warrants.

Dividend warrants in respect of the dividends declared, have been dispatched to the shareholders at the addresses registered with the Company. Those shareholders who have not yet received the dividend warrants may please write to the Company's RTA for further information in this regard. Shareholders who have not encashed the warrants are requested to do so by getting them revalidated from the Registered Office of the Company or its RTA.

### 15) DETAILS OF UNCLAIMED SUSPENSE ACCOUNT:

Shares were issued by the Company pursuant to issue of Bonus Shares, which remained unclaimed were transferred to a demat Unclaimed Suspense Account pursuant to Regulation 39 and corresponding Schedule VI of the Listing regulations. The Company has already sent reminders to the shareholders for claiming those shares at their latest available address (es) with the Company or Depository, as the case may be. The shareholders after verifying from RTA that their shares have been transferred to Unclaimed Suspense Account can make their claim with the Company or RTA. Thereafter, Company on proper verification of the shareholders identity and address would transfer the shares in their favour.

All the Corporate benefits against those shares like bonus shares, split, dividend etc., would also be transferred to Unclaimed Suspense Account of the Company. The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

Particulars	Number of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 01st April, 2018	2,177	3,54,130
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	7	800
Number of shareholders to whom shares were transferred from unclaimed shares suspense account during the year	7	800
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31st March, 2019	2,170	353,330

### 16) DEMATERIALIZATION OF SHARES:

Number of Shares	% of Shares
3,15,45,740	94.59%

Break up of shares in physical and demat form as on 31st March, 2019:

Particulars	No. of Shares	% of Shares
Shares in Physical Mode	18,03,040	5.41%
Shares in Demat Mode:		
NSDL	80,61,820	24.17%
CDSL	2,34,83,920	70.42%
<b>Total</b>	<b>3,33,48,780</b>	<b>100.00</b>

Shareholders who continue to hold shares in physical mode are advised to dematerialize their shares at the earliest since it helps in immediate transfer without any payment of stamp duty. The risks pertaining to physical share certificates like loss, theft, forgery, damage are eliminated when shares are held in electronic form. For any clarification, assistance or information, relating to dematerialization of shares please contact to the Company's RTA.

## Annexures to Directors' Report *(Contd..)*

### 17) SHAREHOLDING PATTERN AS ON 31ST MARCH, 2019:

- Distribution of equity shareholding of the Company as on 31st March, 2019 is as follows:

No. of Equity Shares		Total Holders	% of Total Holders	Total Holding (in ₹)	% of Total Capital
From	To				
1	5000	10821	87.0765	19467730	5.8376
5001	10000	869	6.9928	6957600	2.0863
10001	20000	421	3.3878	6594790	1.9775
20001	30000	100	0.8047	2576020	0.7724
30001	40000	58	0.4667	2082490	0.6245
40001	50000	25	0.2012	1133310	0.3398
50001	100000	58	0.4667	4174140	1.2517
100001	999999999	75	0.6035	290501720	87.1101
<b>Total</b>		<b>12427</b>	<b>100.00</b>	<b>33,34,87,800</b>	<b>100.00</b>

- Categories of equity shareholding as on March 31, 2019:

	Category of Shareholder(s)	Total no. of Shares	% of Total no. of Shares
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>		
(a)	Individuals/Hindu undivided Family	62,48,751	18.74
(b)	Bodies Corporate	1,82,62,628	54.76
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>2,45,11,379</b>	<b>73.50</b>
<b>(B)</b>	<b>Public Shareholding</b>		
(I)	Institutions	–	–
(II)	Central / State government(s)		
(a)	Central Government/ State Government(s)/President of India	–	0.00
(II)	Non-Institutions		
(a)	Individual's shareholders holding nominal share capital up to ₹ 2 lakhs.	41,59,523	12.47
(b)	Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	30,19,322	9.05
(c)	NBFCs registered with RBI	–	–
(d)	Bodies Corporate	3,15,441	0.95
(e)	Clearing Members	71,115	0.21
(f)	Non-Resident Indians (Non Repat)	26,448	0.08
(g)	Non-Resident Indians (NRI)	4,62,000	1.39
(h)	Non Resident Indians (Repat)	62,332	0.19
(i)	Escrow Account	3,53,330	1.06
(j)	IEPF	3,67,890	1.10
	<b>Sub-Total (B)</b>	<b>84,69,511</b>	<b>26.50</b>
	<b>Total (A) + (B)</b>	<b>3,33,48,780</b>	<b>100.00</b>

### 18) TOP TEN EQUITY SHAREHOLDERS OF THE COMPANY AS ON MARCH 31, 2019:

Sr. no.	Name of the shareholder	Number of equity shares held	Percentage of Holding
1.	Subramanian P	15,17,790	4.55
2.	Santosh Kumar Khemka	3,55,000	1.06
3.	Ramu Yallappa Chougale	2,55,470	0.77
4.	C Muraleedharan	1,78,500	0.54

**Annexures to Directors' Report** (Contd..)

Sr. no.	Name of the shareholder	Number of equity shares held	Percentage of Holding
5.	Chitra Khemka	95,000	0.28
6.	Salim Dawood Memon	85,427	0.26
7.	Sanam Salim Memon	83,189	0.25
8.	Neelam Ayurchem India Pvt. Ltd.	80,000	0.24
9.	Beenakumari Prashantkumar Sheth	60,000	0.18
10.	Venkata Ganpathi Raju Dantuluri	50,000	0.15
	Total	27,60,376	8.28

**19) OUTSTANDING GDR/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:**

Your Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on 31st March, 2019.

**20) COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK, HEDGING ACTIVITIES AND CREDIT RATING:**

During the year under review, the Company has managed the foreign exchange risk and hedging activities. During the year, CRISIL have accorded a credit rating "BBB+" to the Company.

**21) PLANT LOCATIONS:**

No.	Location	Address
i.	Dombivli MIDC	W-35, D-58, W162, W-37/38/39, 38 part Phase II, MIDC, Dombivli (E), Dist. Thane – 421 203, Maharashtra
		Plot No. A-39/A-40, Dombivli Industrial Area, MIDC Phase-I, Village Asde-Golavali, Off Kalyan Manpada Road, Dombivli (East), Thane – 421 203, Maharashtra
		Plot No. W-123, Phase II MIDC Dombivli, Thane – 421 203, Maharashtra
ii.	Baroda	Survey No. 1723/1724/1746, Tundav, Taluka Savli, Baroda, Gujarat.
iii.	Rabale MIDC	W/265, W/266A, TTC INDL Area Rabale MIDC, Navi Mumbai – 400 701
iv.	Dhule MIDC	Plot No.2, D-151, D- 152, D-70, J-5 Additional Industrial Area, Avadhan, MIDC, Dhule – 424006, Maharashtra
v.	Tarapur MIDC	Plot No. K-33, MIDC Tarapur, Boisar, Dist. Palghar – 401506
vi.	Mahad MIDC	Plot No.:- B-14; Mahad MIDC, Mahad District
		Plot Number E-6 MIDC, Mahad District Raigad - 422 309, Maharashtra
		C-73, MIDC Mahad District Raigad - 422 309, Maharashtra

**22) FOR ANY QUERIES RELATING TO THE SHARES OF THE COMPANY, CORRESPONDENCE MAY PLEASE BE ADDRESSED TO THE COMPANY'S RTA AT:****Bigshare Services Private Limited**

Add: 1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri (E), Mumbai - 400059, Maharashtra, India.  
Tel No: 022 - 62638200  
Fax No: 022 - 62638299  
Email Id: investor@bigshareonline.com  
Web Add: www.bigshareonline.com

The documents will also be accepted at the following Registered Office of the Company:

**Indo Amines Limited**

CIN: L99999MH1992PLC070022  
Add: W-44, Phase II, MIDC,  
Dombivli (E), Dist. Thane,  
Thane - 421 203, Maharashtra  
Email Id: shares@indoaminesltd.com  
Website: www.indoaminesltd.com

Shareholders are requested to quote their Folio No./ DPID & Client ID, e-mail address, telephone number and full address while corresponding with the Company and its RTA.

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### Addresses of the redressal agencies for Investors to lodge their grievances:

#### Ministry of Corporate Affairs (MCA)

'A' Wing, Shastri Bhawan, Rajendra Prasad Road,  
New Delhi – 110 001  
Tel.: (011) 2338 4660, 2338 4659  
Website: www.mca.gov.in

#### Securities and Exchange Board of India (SEBI):

Plot No.C4-A, 'G' Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400051, Maharashtra  
Tel : +91-22-26449000 / 40459000  
Fax : +91-22-26449019-22 / 40459019-22  
Tel : +91-22-26449950 / 40459950  
Toll Free Investor Helpline: 1800 22 7575  
E-mail : sebi@sebi.gov.in  
Website: www.sebi.gov.in

#### Stock Exchange:

##### BSE Limited

Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Phones : 91-22-22721233/4, 91-22-66545695 (Hunting)  
Fax : 91-22-22721919  
Email: corp.comm@bseindia.com  
Website: www.bseindia.com

#### Depositories:

##### National Securities Depository Limited

Trade World, 'A' Wing, 4th & 5th Floors,  
Kamala Mills Compound,  
Lower Parel, Mumbai – 400 013  
Tel.: (022) 2499 4200  
Fax: (022) 2497 6351  
Email: info@nsdl.co.in  
Website: www.nsdl.co.in

##### Central Depository Services (India) Limited

Marathon Futorex, A-Wing, 25th Floor, NM Joshi Marg,  
Lower Parel, Mumbai – 400 013  
Toll free: 1800-22-5533  
Email: complaints@cdslindia.com  
Website: www.cdslindia.com

### 23) OTHER DISCLOSURES:

#### i. Related Party Transactions:

All transaction entered into by the Company with related parties, during the financial year 2018-19, were in ordinary course of business and on arm's length basis. The details of Related Party Transactions are set out in the Notes to Financial Statements forming part of this Annual Report. Also, the Related Party Transactions undertaken by the Company were in compliance with the provisions set out in the Companies Act, 2013 read with the rules made there under and Regulation 23 of the Listing Regulations. The Audit Committee, during the financial year 2018-19, has approved Related Party Transactions along with granting prior omnibus approval in line with the Policy of dealing with Related Party Transactions and the applicable provisions of the Companies Act, 2013 read with the Rules issued there under and the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). There were no materially significant related party transactions entered in to by the Company with any Related Parties which require shareholders' approval.

The Company's policy on related party transaction has been placed and can be accessed on the Company's website (www.indoaminesltd.com).

There are no materially significant Related Party Transactions of the Company which have potential conflict with the interests of the Company at large.

## Annexures to Directors' Report (Contd..)

### ii. Penalty or Strictures:

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets. No penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities on any matter relating capital markets during last three years.

### iii. Vigil Mechanism and Whistle-Blower Policy:

Your Company has established a Vigil Mechanism/Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimization of Director(s)/employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman. Your Company hereby affirms that no Director/employee has been denied access to the Chairman and Audit Committee and that no complaints were received during the year. The Whistle Blower Policy has been disclosed on the Company's website and circulated to all the Directors/employees.

### iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

**Mandatory Requirements:** The Company has complied with all the Mandatory Requirements of the Listing Regulations relating to Corporate Governance.

#### Non-Mandatory Requirements:

- The Non-Executive Chairman of the Company has been provided a Chairman's Office at the Registered Office of the Company.
- The Company has a policy of announcement of the quarterly/halfyearly/yearly results. The results, as approved by the Board of Directors (or Committees thereof) are first submitted to Stock Exchange within 30 minutes (under Regulation 30 of the Listing Regulations) of the approval of the results. The quarterly, halfyearly and yearly results are published in newspapers and uploaded on Company's website [www.indoaminesltd.com](http://www.indoaminesltd.com)
- During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.
- The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director & CEO.
- The Internal Auditor reports to the Managing Director & CEO and has direct access to the Audit Committee and he participates in the meetings of the Audit Committee of the Board of Directors of the Company and presents his internal audit observations to the Audit Committee.

### v. Website:

The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website([www.indoaminesltd.com](http://www.indoaminesltd.com)). The section on 'Investors' on the website serves to inform the members by giving complete financial details, annual reports, presentations made by the Company to investors, press releases, shareholding patterns and such other material relevant to shareholders. Policy for determining of material subsidiary and related party transactions are disclosed at [www.indoaminesltd.com/Investors/Policies](http://www.indoaminesltd.com/Investors/Policies)

### vi. Adoption of discretionary requirements of Part – E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

As on 31st March, 2019, the Chairman of the Company is Non-Executive Director. The Auditor has Unmodified Opinion on financial statement for F.Y. 2018-19. Further, Chairman and Chief Executive Officer of the Company are different. Internal Auditor generally present in the Audit Committee Meeting.

### vii. Compliance of Corporate Governance:

The Company has complied with the requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub – Regulation (2) of Regulation 46 of Listing Regulations.

### viii. Code of Conduct:

The members of the board and senior management personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2019. The annual report of the Company contains a certificate by the Chief Executive Officer and Managing Director, on the compliance declarations received from Board of Directors and Senior Management.

### ix. Certificate from Practicing Company Secretary:

Certificate as required under Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 received from Mr. Shashank Ghaisas (CP No.16893) Partner of M/s. AVS & Associates, Practicing Company Secretaries, that as on March 31, 2019 none of the Directors on the Board of the Company have been debarred or disqualified

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from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority is published in this Report.

### x. Recommendations of Committees of the Board:

There were no instances during the financial year 2018-19, wherein the Board had not accepted recommendations made by any committee of the Board.

### xi. Fees of Auditor:

Total fees of ₹ 6,68,000 (Rupees Six Lakh Sixty Eight Thousand only) for financial year 2018-19, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part.

### xii. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2018-19 are as under:

- Number of complaints filed during the financial year: NIL
- Number of complaints disposed of during the financial year: NIL
- Number of complaints pending as on end of the financial year: NIL

### xiii. CEO and CFO Certification

The Chief Executive Officer ('CEO') & Chief Financial Officer ('CFO') of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 of the Listing Regulations. The CEO and CFO also gives quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of the Listing Regulations. The annual certificate for F.Y. 2018-2019 given by the CEO and CFO is published in this Report.

### xiv. Non-resident shareholders:

Non-resident shareholders are requested to immediately notify:

- Indian address for sending all communications, if not provided so far;
- Change in their residential status on return to India for permanent settlement; and
- Particulars of their Non Resident External (NRE) Rupee Account with a bank in India, if not furnished earlier.

### xv. Updation of shareholders details:

- Shareholders holding shares in physical form are requested to notify the changes to the Company/ its RTA, promptly by a written request under the signatures of sole/ first joint holder; and
- Shareholders holding shares in electronic form are requested to send their instructions directly to their DPs.

### xvi. Shareholders are requested to keep record of their specimen signature before lodgment of shares with the Company to obviate possibility of difference in signature at a later date.

### xvii. SEBI Complaints Redress System (SCORES):

The investors' complaints are also being processed through the centralized web base complaint redressal system of SEBI. The salient features of SCORES are availability of centralized database of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of the complaints.

SEBI vide its Circular dated 26th March, 2018 have streamlined the process of filing investor grievances in the SCORES in order to ensure speedy and effective resolution of complaints filed therein. The said Circular can be accessed on the website of SEBI at [https://www.sebi.gov.in/legal/circulars/mar-2018/investor-grievance-redressmechanism-new-policy-measures\\_38481.html](https://www.sebi.gov.in/legal/circulars/mar-2018/investor-grievance-redressmechanism-new-policy-measures_38481.html)

## Annexures to Directors' Report *(Contd..)*

### CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To  
The Members of  
**Indo Amines Limited**

We have examined the compliance of corporate governance by **Indo Amines Limited** for the year ended 31st March, 2019 in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force) of the said Company with stock exchange(s).

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force).

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

For **AVS & Associates**  
Company Secretaries

SD/-

**Shashank Ghaisas**  
Partner  
Membership No. A40386  
C.P. No: 16893

Place: Navi Mumbai  
Date: 25th May, 2019

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## Annexures to Directors' Report *(Contd..)*

### Annexure IX CEO & CFO Certification

To,  
The Board of Directors,  
**INDO AMINES LIMITED**  
W-44, Phase II,  
M.I.D.C. Dombivli East,  
Dist- Thane-421203

- A. We, Mr. Vijay Palkar CEO cum Managing Director and Mr. Mukeshkumar Agrawal CFO of the Company do hereby certify that we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, there are no transactions entered into by the listed entity during the year which is fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps will be taken or proposed to be taken to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
1. Significant changes in the internal control over financial reporting during the year;
  2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**For Indo Amines Limited**

**For Indo Amines Limited**

Sd/-

Sd/-

**Vijay Palkar**  
(CEO cum Managing Director)

**Mukeshkumar Agrawal**  
(Chief Financial Officer)

Place: Dombivli

Date: 25th May, 2019

## **Annexures to Directors' Report** *(Contd..)*

### **DECLARATION UNDER REGULATION 26(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As provided under Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the code of conduct for Board of Directors and Senior Management for the year ended March 31, 2019.

**For, Indo Amines Limited**

**Sd-**

**Vijay Palkar**

(Managing Director & CEO)

DIN: 00136027

Date: 25th May, 2019

Place: Dombivli

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### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**Indo Amines Limited**  
Add: W-44, MIDC Phase II,  
Dombivli (E), Thane- 421203

Based on our verification of the declarations provided to Indo Amines Limited ('the Company') by its Directors and the documents, information, Forms and Returns available on the website of the Ministry of Corporate Affairs, BSE Limited and in the public domain as on the date of issue of this certificate, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year as on March 31, 2019 have been debarred or disqualified for being appointed or continuing as a director of a Company, by the Securities and Exchange Board of India or Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of the Directors	DIN
1.	Dhawal Jitendra Vora	00130115
2.	Vijay Bhalchandra Palkar	00136027
3.	Bharati Vijay Palkar	00136185
4.	Rajannan Raghavendra Ravi	00136289
5.	Rahul Vijay Palkar	00325590
6.	Nandu Hariprasad Gupta	00335406
7.	Changdeo Laxman Kadam	00807296
8.	Salim Dawood Memon	00903766
9.	Mahendra Ramchandra Thakoor	01832396
10.	Deepak Shankar Kanekar	02570268
11.	Nishikant Sunder Sule	03480278
12.	Madhav Narayan Nandgaonkar	07739453
13.	Keyur Paresch Chitre	07800503
14.	Suneel Madhukar Raje	07816980
15.	Lakshmi Kantam Mannepalli	07831607
16.	Jayaprakash Anand Shetty	07980763
17.	Satish Madhukar Chitale	08149259

We further hereby inform that, ensuring the eligibility for the appointment/continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **AVS & Associates**  
Company Secretaries

SD/-

**Shashank Ghaisas**  
Partner  
Mem. No:A40386  
C.P. No: 16893

Place: Navi Mumbai  
Date: 25th May, 2019

# Standalone Independent Auditor's Report

To the Members of  
**INDO AMINES LIMITED**

## REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### Opinion

We have audited the standalone financial statements of Indo Amines Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Description of key Audit Matters:-

The company's exports during the year account for 52% of its total turnover. Since export markets are at times unpredictable and susceptible to adverse currency fluctuations, there is an inherent risk of non- collection of export dues by company.

### Description of Auditor's Response –

Our audit procedures included ensuring on test check basis that the exports are backed by proper documentation, as also recoveries from export parties are properly made by company.

### Other Information i.e. Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include the financial statements and our auditor's report thereon. The Directors' Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Directors' Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to the Members of the Company.

### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going

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## Standalone Independent Auditor's Report (Contd..)

concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) 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.
- (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

## Standalone Independent Auditor's Report *(Contd..)*

- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

**For M/S Sanjay M. Kangutkar & Associates**  
Chartered Accountants  
Firm's Registration No:- 117959W

**(Sanjay M. Kangutkar)**  
Proprietor  
Membership No:- 100830

Date: 25th May, 2019  
Place: Dombivli

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## Standalone Independent Auditor's Report *(Contd..)*

### (ANNEXURE "A" REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING OF "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE)

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) We are informed that the physical verification of the fixed assets is conducted by the management at reasonable intervals. As informed to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
- (ii) We are informed that the physical verification of the inventory is conducted by the management at reasonable intervals. As informed to us, no material discrepancies were noticed on such verification.
- (iii) According to the information given to us, the company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees and security, the company has complied with the provisions of Section 185 and section 186 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted deposits.
- (vi) As informed to us, the Company is required to maintain cost records in pursuant to Rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Companies Act, 2013. In our opinion, such accounts and records are prima facie made and maintained.
- (vii) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, VAT, cess and any other statutory dues applicable to it.
- (b) According to the information and explanation given to us, details of dues of income tax, sales tax, service tax, customs duty, excise duty and VAT which have not been deposited on account of dispute are as follows:-

Sr. No.	Particulars	Amount (₹ In Lakh)	Forum where dispute is pending
1	Income Tax Appeal - Penalty A.Y. 2009-10 -	58.79	CIT (A) Thane
2	Income Tax Appeal A.Y. 2009-10 -Versatile Chemicals Ltd.	0.67	ITAT PUNE
3	VAT & CST for F.Y. 2009-10.	604.24	Jt. Commissioner of sales tax Thane
4	VAT & CST F.Y. 2011-12	33.09	Jt. Commissioner of Sales Tax, Thane
5	Appeal under Central Sales Tax - M/s Flame Pharma for the F. Y. 2002-03	4.23	Dy. Commissioner of Sales Tax, Mazgaon
6	Service Tax Cenvat availed.	20.91	Commissioner Appeal at Baroda
7	Service Tax on Export Commission.	23.11	Commissioner Appeal at Baroda
8	Service Tax on Branch transfer.	23.24	Commissioner Appeal at Baroda
9	Service Tax on Export Commission.	175.50	Commissioner Appeal at Mumbai
10	Income Tax Appeal – A. Y. 2010-11 M/S Versatile Chemicals Pvt. Ltd.	7.11	CIT (A)
11	Income Tax Appeal – Penalty A. Y. 2007-08	3.03	CIT (A)
12	Income Tax Appeal – Penalty A. Y. 2009-10	1.47	CIT (A)
13	Income Tax Appeal – Penalty A. Y. 2010-11	0.25	CIT (A)
14	Excise Duty FY 2016-17	72.38	CESTAT, Mumbai

- (viii) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings from any financial institution, bank, government or debenture holder.
- (ix) In our opinion and according to the information & explanation given to us, the company has not raised money by way of initial

## Standalone Independent Auditor's Report *(Contd..)*

public offer or further public offer (including debt instruments). The moneys raised by way of term loans were applied for the purposes for which those are raised.

- (x) According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year under our audit.
- (xi) The Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For M/S Sanjay M. Kangutkar & Associates**  
Chartered Accountants  
Firm's Registration No:- 117959W

**(Sanjay M. Kangutkar)**

Proprietor

Membership No:- 100830

Date: 25th May, 2019

Place: Dombivli

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### ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INDO AMINES LIMITED

#### INDEPENDENT AUDITORS' REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of Indo Amines Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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## Standalone Independent Auditor's Report *(Contd..)*

### OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/S Sanjay M. Kangutkar & Associates**  
Chartered Accountants  
Firm's Registration No:- 117959W

**(Sanjay M. Kangutkar)**  
Proprietor  
Membership No:- 100830

Date: 25th May, 2019  
Place: Dombivli

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## Standalone Balance Sheet as at 31 March, 2019

		(₹ In Lakhs)	
		STANDALONE (Audited)	
Particulars	Note No	As at 31st March 2019 Amount	As at 31st March 2018 Amount
<b>ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipments	3	8,143.54	5,654.30
(b) Capital Work In Progress		783.43	530.42
(c) Other Intangible assets		299.36	156.85
(d) Goodwill		585.71	585.71
(e) Financial Assets			
(i) Investments	4	504.09	504.09
(ii) Others Financial Assets	5	178.53	144.94
(f) Deferred Tax Assets(Net)	6	215.69	244.33
(g) Other Non- Current Assets	7	735.20	726.29
<b>(2) CURRENT ASSETS</b>			
(a) Inventories	8	5,629.48	4,810.42
(b) Financial Assets			
(i) Investments			
(ii) Trade receivables	9		
a) Trade Receivables considered good - Secured;		975.08	1,009.09
b) Trade Receivables considered good - Unsecured;		9,978.35	6,147.64
c) Trade Receivables which have significant increase in Credit Risk;		—	—
d) Trade Receivables - credit impaired;		—	—
(iii) Cash and Cash equivalents	10	610.60	743.66
(iv) Short-term loans	11		
a) Loans Receivables considered good - Secured;		—	—
b) Loans Receivables considered good - Unsecured;		39.90	21.52
c) Loans Receivables which have significant increase in Credit Risk;		—	—
d) Loans Receivables - credit impaired;		—	—
(e) Other current assets	12	1,647.14	2,509.94
<b>Total Assets</b>		<b>30,326.10</b>	<b>23,789.20</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	13	3,334.88	3,334.88
(b) Other Equity	14	6,280.40	4,390.89
<b>LIABILITIES</b>			
<b>(1) NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowing	15	2,550.79	1,888.72
(ii) Trade Paybles		—	—
(A) Total Outstanding dues of micro enterprises and Small enterprises; and			
(B) Total Outstanding dues of creditor other than micro enterprises and Small enterprises			
(iii) Other Financial Liabilities (Other than those specified in item (b)),	16	4.94	3.94
(b) Provisions	17	208.70	318.55
<b>(2) CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	18	8,545.96	5,957.34
(ii) Trade Payables			
(A) Total Outstanding dues of micro enterprises and Small enterprises; and	19	0.33	—
(B) Total Outstanding dues of creditor other than micro enterprises and Small enterprises		7,490.14	6,266.77
(iii) Other financial Liabilities (Other than those specified in item (b))			
(b) Other current liabilities	20	1,833.32	1,481.90
(c) Short-term provisions	21	72.18	62.59
(d) Current Tax Liabilities ( Net )	22	4.46	83.62
<b>Total Equity and Liabilities</b>		<b>30,326.10</b>	<b>23,789.20</b>
<b>Summary of significant accounting policies</b>	<b>2</b>		

As per our report of even date attached

**For Sanjay M. Kangutkar And Associates**

Chartered Accountants

Firm Registration No 117959W

Sd/-

**Sanjay M. Kangutkar**

Proprietor

Membership No. : 100830

Place : Dombivli

Date : 25th May, 2019

For and on behalf of the Board

**Indo Amines Limited**

Sd/-

**Vijay B Palkar**

Managing Director & CEO

DIN 00136027

Sd/-

**Mukesh Agrawal**

Chief Financial Officer

Sd/-

**Rahul Palkar**

Joint Managing Director

DIN 00325590

Sd/-

**Tripti Sharma**

Company Secretary

Mem No. A39926

## Standalone Statement of Profit and Loss for the Period ended 31st March, 2019

(₹ In Lakhs)			
Particulars	Note No	Period Ending 31st March 2019 Amount	Period Ending 31st March 2018 Amount
I. Revenue from operations	23	47,090.59	35,064.58
II. Other Income	24	729.76	442.64
<b>III. Total Revenue (I + II)</b>		<b>47,820.35</b>	<b>35,507.22</b>
IV. Expenses:			
i) Cost of materials consumed ( Incl. Packing Material, Fuel)	25	32,949.33	23,050.30
ii) Purchases of Stock in trade		342.71	559.93
iii) Changes in inventories of Finished goods, Stock in Trade and Work in Progress	26	(594.46)	(254.10)
iv) Excise Duty on FG		–	355.32
v) Employee Benefits Expenses	27	2,277.92	1,667.35
vi) Finance costs	28	875.97	772.39
vii) Depreciation and amortization expense	29	1,353.07	1,200.33
viii) Other expenses	30	7,128.22	5,814.32
<b>IV. Total Expenses</b>		<b>44,332.76</b>	<b>33,165.84</b>
<b>V. Profit/(Loss) before Exceptional items and Tax (III - IV)</b>		<b>3,487.59</b>	<b>2,341.38</b>
VI. Exceptional Items		–	–
<b>VII. Profit/(Loss) before Tax (V - VI)</b>		<b>3,487.59</b>	<b>2,341.38</b>
VIII. Tax expense:			
Current Tax		1,185.00	745.00
Deferred Tax		28.64	126.31
<b>IX. Profit ( Loss) for the period from Continuing Operation (VII - VIII)</b>		<b>2,273.95</b>	<b>1,470.07</b>
<b>X. Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to Profit or Loss		(13.54)	(39.70)
(ii) Income tax relating to items that will not be reclassified to profit or Loss		–	–
B (i) Items that will be reclassified to Profit or Loss		–	–
(ii) Income tax relating to items that will be reclassified to profit or Loss		–	–
<b>XI Total Comprehensive Income for the period (IX + X) (Comprising Profit / (Loss) and other Comprehensive Income for the Period</b>		<b>2,260.41</b>	<b>1,430.37</b>
<b>XII. Earning Per Share for discontinued &amp; continuing operations</b>			
Basic		6.78	4.29
Diluted		6.78	4.29

As per our report of even date attached

**For Sanjay M. Kangutkar And Associates**

Chartered Accountants

Firm Registration No 117959W

Sd/-

**Sanjay M. Kangutkar**

Proprietor

Membership No. : 100830

Place : Dombivli

Date : 25th May, 2019

For and on behalf of the Board

**Indo Amines Limited**

Sd/-

**Vijay B Palkar**

Managing Director & CEO

DIN 00136027

Sd/-

**Mukesh Agrawal**

Chief Financial Officer

Sd/-

**Rahul Palkar**

Joint Managing Director

DIN 00325590

Sd/-

**Tripti Sharma**

Company Secretary

Mem No. A39926

## Statement of Changes in Equity for the period ended 31st March, 2019

<b>A. EQUITY SHARE CAPITAL</b>						
	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the End of the reporting period	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the End of the reporting period
	As at 31.03.2019			As at 31.03.2018		
No of Shares	3,33,48,780		3,33,48,780	3,29,16,780	4,32,000	3,33,48,780
Amount (In ₹)	33,34,87,800		33,34,87,800	32,91,67,800	43,20,000	33,34,87,800

<b>B. OTHER EQUITY</b>						
	(₹ In Lakhs)					
	Reserves & surplus				Revaluation Reserve	Total
	Capital Reserve	Security Premium	General Reserve	Retained Earning		
<b>Balance As at 31st March 2018</b>						
Balance at the Beginning of the reporting period	82.96	518.82	10.26	3,639.47	139.38	4,390.89
Profit for the year	–	–	–	2,260.41		2,260.41
Provision for tax	–	–	–	31.14	–	31.14
Dividend	–	–	–	(333.49)	–	(333.49)
Dividend Distribution Tax	–	–	–	(68.55)	–	(68.55)
<b>Balance As at 31st March'2019</b>	<b>82.96</b>	<b>518.82</b>	<b>10.26</b>	<b>5,528.98</b>	<b>139.38</b>	<b>6,280.40</b>

As per our report of even date attached  
**For Sanjay M. Kangutkar And Associates**  
Chartered Accountants  
Firm Registration No 117959W  
Sd/-  
**Sanjay M. Kangutkar**  
Proprietor  
Membership No. : 100830

Place : Dombivli  
Date : 25th May, 2019

For and on behalf of the Board  
**Indo Amines Limited**

Sd/-  
**Vijay B Palkar**  
Managing Director & CEO  
DIN 00136027

Sd/-  
**Mukesh Agrawal**  
Chief Financial Officer

Sd/-  
**Rahul Palkar**  
Joint Managing Director  
DIN 00325590

Sd/-  
**Tripti Sharma**  
Company Secretary  
Mem No. A39926

## Standalone Cash Flow Statement for the year ended 31st March, 2019

Particulars	March 31, 2019		March 31, 2018	
	Amt ₹ Lakh	Amt ₹ Lakh	Amt ₹ Lakh	Amt ₹ Lakh
<b>Cash flow from operating activities</b>				
Profit before tax		3,487.59		2,341.38
Depreciation & amortisation	1,353.07		1,200.33	
Interest & finance charges	875.97		772.39	
Interest income	(21.23)		(26.10)	
Dividend income	(1.02)		(1.09)	
Unrealised foreign exchange gain	96.82		(39.62)	
(Profit) / Loss on sale of asset	(3.98)		0.53	
Sundry balances written back	(32.22)		(0.29)	
Excess provision of Excise duty reversed	(151.02)			
Provision for Doubtful debts	97.08			
Other Comprehensive Income	(13.54)	2,199.93	(39.70)	1,866.45
Operating profit before working capital changes		5,687.52	–	4,207.83
(Increase) / Decrease in inventories	(819.06)		(1,663.67)	
(Increase)/Decrease in receivables	(4,032.98)		(897.37)	
(Increase) / Decrease in short term loans & advances	(18.38)		4.85	
(Increase) / Decrease in other current assets	862.80		(167.88)	
Increase / (Decrease) in trade payables	1,298.30		2,223.66	
Increase / (Decrease) in other current liabilities	114.93		72.07	
Increase / (Decrease) in short term provision	9.59		(16.84)	
(Increase) / Decrease in long term loans & advances	–		(263.31)	
(Increase) / Decrease in other non current assets	73.29		(1,203.27)	
(Increase) / Decrease in other financial assets	(33.59)		(8.00)	
Increase / (Decrease) in other long term liabilities	1.00		–	
Increase/(Decrease) in long term provision	41.18		9.68	
Increase / (Decrease) on account of Other Adjustment	–	(2,502.92)	6.76	(1,903.32)
Net cash flow from operations (A)		3,184.60		2,304.51
Taxes paid for current financial year		(1,304.05)		(781.01)
Previous year taxes paid		1,880.55		1,523.50
		(11.19)		(473.15)
<b>Net cash flow from operations (A)</b>		<b>1,869.36</b>		<b>1,050.35</b>
<b>Cash flow from investing activities</b>				
Purchase of fixed assets including capital CWIP	(4,254.57)		(2,124.35)	
Sale of fixed assets	20.72		2.31	
Interest income	21.23		26.10	
Dividend income	1.02		1.09	
Increase in Non Current investment	–		(0.25)	
<b>Net cash used in investing activity (B)</b>		<b>(4,211.60)</b>		<b>(2,095.10)</b>

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## Standalone Cash Flow Statement for the year ended 31st March, 2019 *(Contd..)*

Particulars	March 31, 2019		March 31, 2018	
	Amt ₹ Lakh	Amt ₹ Lakh	Amt ₹ Lakh	Amt ₹ Lakh
<b>Cash flow from financing activities</b>				
Interest & finance charges	(875.97)		(772.39)	
Increase in short term borrowing net	2,588.62		1,813.10	
Increase in long term borrowing net	898.57		803.93	
Dividend 2018-19	(333.49)		(329.17)	
Dividend distribution tax	(68.55)		(67.02)	
<b>Cash flow from financing activities (C)</b>		<b>2,209.18</b>		<b>1,448.45</b>
<b>Cash generated from operation</b>		<b>(133.06)</b>		<b>403.70</b>
Cash & cash equivalent at the beginning of the year		743.66		339.96
Cash & cash equivalent at the end of the year		610.60		743.66
<b>Increase in cash &amp; cash equivalents</b>		<b>(133.06)</b>		<b>403.70</b>

**For Sanjay M. Kangutkar And Associates**

Chartered Accountants  
Firm Registration No 117959W

Sd/-

**Sanjay M. Kangutkar**

Proprietor

Membership No. : 100830

Place : Dombivli

Date : 25th May, 2019

**For and on behalf of the Board**

**Indo Amines Limited**

Sd/-

**Vijay B Palkar**

Managing Director & CEO

DIN 00136027

Sd/-

**Mukesh Agrawal**

Chief Financial Officer

Sd/-

**Rahul Palkar**

Joint Managing Director

DIN 00325590

Sd/-

**Tripti Sharma**

Company Secretary

Mem No. A39926

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019

### NOTE 1 - CORPORATE INFORMATION

Indo Amines Limited ( the Company) is public limited Company domiciled and incorporated in India under the Indian Companies Act, 1956. The registered office of the Company is located at, W-44, Phase II, MIDC, Dombivali (E), Dist. Thane - 421204.

The Company is engaged in the Business of manufacturing, selling and distribution of Specialty Chemical with diversified end-user into Agrochemicals, Pharmaceuticals, High performance Polymers, Paints, Pigments, Printing Inks, Rubber Chemicals etc.

The company is a Public Limited Company domiciled in India and is incorporated under the provisions of Companies Act and its shares are listed on recognized stock exchanges of India.

The Standalone financial statements for the year ended 31st March 2019 are authorized and approved for the issue by the Board of Directors.

### NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of Accounting:

These Financial statements are the separate financial statements of the Company ( also called standalone financial statements) prepared in accordance with Indian Accounting standards ( Ind AS), notified under Section 133 of the Companies Act, 2013, read together with the Companies ( Indian Accounting Standard) Rules, 2015.

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

Defined benefit plans assets measured at fair value.

#### Functional and Presentation Currency

The financial statements are presented in Indian Rupees ('INR') which is the functional currency for company.

#### Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to nearest lakhs ( INR 00,000) except otherwise stated.

#### 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 these are materialized.

#### C. Current/Non Current Classification:

The assets and liabilities in the balance sheet are presented based on current / non- current classification.

#### An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle or
- Held primarily for the purpose of trading or
- Expected to be realised within twelve months after reporting period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

#### An liability is current when it is:

- Expected to be settled in normal operating cycle or
- Held primarily for the purpose of trading or
- Due to be settled within twelve months after reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are treated as non -current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.



## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in schedule III to the Companies Act., 2013. Based on the nature of products and time between acquisition of asset for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

### **D. 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 FIFO basis.

Work In Progress :- At Raw Material Cost, Labour plus estimated overheads.

Finished Goods :- At Raw Material Cost, Labour plus estimated overheads.

Traded Finished Goods :- At lower of Cost or net realizable value.

### **E. Depreciation:**

Depreciation on Fixed Assets is provided on Written Down Value method considering the useful life of assets as specified in Scheduled II to the Companies Act ,2013.

### **F. Property, Plant and Equipment: ( Ind AS 16)**

Items of Property, plant and equipment are carried at historical cost of acquisition inclusive of any other cost attributable to bringing the same to their working condition less accumulated depreciation and amortization.

Freehold land is carried at cost of acquisition.

### **G. Revenue recognition**

Revenue is measured as the fair value of consideration received or receivable and excluding GST, rebates and various discounts.

#### **Sale of goods**

When the property and all significant risks and rewards of ownership are transferred to the buyer and no significant uncertainty exists regarding the amount of consideration that is derived from the sale of goods.

#### **Other Income**

Interest income is considered as income on a time proportion basis taking into account the outstanding principal and the relative rate of interest.

Dividend income is considered as income from investments in shares on establishment of the Company's right to receive.

### **H. Foreign exchange transactions**

I. The functional currency and presentation currency of the company is Indian Rupees.

II. Transactions in currencies other than the company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Non- monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange Differences that arise in settlement of monetary items or on reporting of monetary item at each Balance Sheet date at the closing spot rate are recognized in profit or loss in the period in which they arise.

### **I. Government Grants and Subsidies**

i. Government grants and subsidies are recognized when there is reasonable assurance that the conditions attached to them will be complied and grant/subsidy will be received.

ii. Where the Government grant/subsidies relates to revenue, it is recognized as income on a systematic basis in the statement of profit & loss over the period necessary to match them with the related costs, which they are intended to compensate. Government grants and subsidies receivable against an expense are deducted from such expense.

### **J. Investments :**

Long term Investments are carried at cost including related expenses, Provision for diminution being made, if necessary, to recognize a decline, other than temporary, in the value thereof.

Current investments are valued at lower of cost or fair value.

### **K. Employee benefits - Ind As 19**

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.

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 (Contd..)

- 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 on Actuarial Valuation & it is fully provided for.
- (i) Actuarial Gain / (Loss) : The remeasurement gain /(loss) on net defined plans is recognised in Other Comprehensive Income.
- (ii) Net interest cost on defined benefit plans- The Company has recognised the net interest cost on defined benefits plans as finance cost.

### L. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are added to the cost of those assets until such time as the assets are substantially ready for their intended use.

All other borrowing costs are recognized in Statement of Profit & Loss in the period in which they are incurred.

After initial recognition, interest-bearing loans and borrowings are subsequently measured amortized cost using EIR method. Gains and Losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

### M. Earning Per Share

Basic and diluted earning per share are computed in accordance with Ind AS 33.

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is calculated as follows:-

The net profit attributable to equity shareholders and the weighted average of number of shares outstanding are adjusted for the effect of all dilutive potential equity shares from the exercise of options on unissued share capital. The number of equity shares is the aggregate of the weighted average number of equity shares and the weighted average number of equity shares which would be issued on the conversion of all the dilutive potential equity shares into equity shares.

### N. Research and Development

Research and Development expenditure is charged to revenue under the relevant heads of account in the year in which it is incurred. Research and Development expenditure on property, plant and equipment is treated in the same way as expenditure on other property, plant and equipment.

### O. Provisions, Contingent Liabilities and Contingent Asset:-

#### Provisions

A provision is recognized, when the company has a present obligation ( legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reasonable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

#### Contingent Liabilities

A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by occurrence or non- occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that can not be recognized because it can not be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of resources is remote.

#### Contingent Assets

A Contingent Asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the entity.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

### P. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating separate of the Company.

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

### Q. Goodwill

Goodwill is tested for impairment at the end of each reporting period and whenever there is an indication that the recoverable amount of cash generating unit (CGU) is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions, provision for such shortfall is made. The recoverable amount of CGU is determined based on higher of value-in-use and fair value less cost to sell.

### R. Investment in Subsidiary and Associate Companies

The Company has elected to recognize its investment in subsidiary and associate companies at cost in accordance with the option available in Ind As 27, 'Separate Financial statement'.

### S. Income Taxes

Income tax expense comprises of current tax expenses and deferred tax expenses. Current and deferred taxes are recognized in Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income or Directly in equity, in which case, the current and deferred tax are also recognized in Other Comprehensive Income or directly in equity respectively.

#### Current Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income tax Act, 1961.

#### Deferred Tax

Deferred tax is recognized using the Balance sheet approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred Tax adjustments are recognised in co-relation to the underlying transaction either in retained earnings or through Other Comprehensive Income.

### T. Risk Analysis :

#### Commodity Price risk

The Company is effected by the price volatility of certain commodities. Its operating activities require the on going purchase or continuous supply of raw commodities. Therefore the company monitors its purchases closely to optimize the price.

#### Management of Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty fails to meet its contractual obligations.

#### Trade Receivables

Concentrations of credit risk with respect to trade receivables are limited, due to the customer base being large, diverse and across sectors. All trade receivables are reviewed and assessed for default on a quarterly basis.

Historical experience of collecting receivables of the Company is supported by low level of past default and hence the credit risk is perceived to be low.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. The Company is not exposed the significant interest rate as at a respective reporting date.

#### Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the company's reputation.

#### Foreign Exchange risk

The Company's foreign exchange risk arises from its foreign operations, foreign currency revenue and expenses (primarily in US dollars). The company uses forward contract to mitigate the risk of fluctuation in foreign exchange rates in respect of highly probable forecasted transactions and are recognized as assets and liabilities. Derivative's are initially recognised at fair value on the date on which derivative contracts are entered into and are subsequently remeasured at their fair value at the end of each reporting period.

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 (Contd..)

### U. Expected Credit Loss (ECL)

The Company has a Policy of calculating the provisions using its own historical trends and the nature of its receivables & do impairment testing every year for those receivable which are due for more than 3 years. Considering the historical trends and market information, the Company estimates that the provision amount computed on its trade receivables is not materially different from the amount to be computed using Expected Credit Loss (ECL) method prescribed under Ind As 109.

### V. Financial Assets

The Company recognize a financial assets in its Balance sheet when it becomes the party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction cost that are attributable to the acquisition of the financial assets.

Where the fair value of financial assets at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of profit and loss at initial recognition. Such financial assets are subsequently measured at amortized cost using the effective interest method.

NOTE NO 3 - PROPERTY PLANT AND EQUIPMENT											
F.Y. 2018-19											₹ in Lakhs
PARTICULARS		GROSS BLOCK				DEPRECIATION				NET BLOCK	
TANGIBLE ASSETS	Useful Life	Op Balance as on 01.04.2018.	Addition during the year	Deletion	Balance as on 31.03.2019	Op. Balance as on 01.04.2018	Depreciation during the year	Reduction during the year	Dep. Balance as on 31.03.2019	WDV 31.03.2019	WDV 31.03.2018
Freehold Land	0	50.94	–	–	50.94	–	–	–	–	50.94	50.94
Leasehold Land	99	1,309.21	111.31	–	1,420.52	30.15	15.50	–	45.65	1,374.88	1,279.06
Building	30	1,745.42	1,122.92	–	2,868.34	874.90	198.01	–	1,072.90	1,795.43	870.52
Plant & Machinery	15	9,547.04	2,387.29	8.41	11,925.92	6,279.22	948.93	5.41	7,222.74	4,703.18	3,267.82
Electrical equipments	10	290.53	19.41	–	309.94	236.94	20.96	–	257.90	52.04	53.59
Motor Vehicles	8	324.54	54.81	61.78	317.57	250.45	43.11	48.03	245.53	72.04	74.09
Office Equipments	5	127.46	33.22	–	160.68	115.96	11.08	–	127.03	33.65	11.50
Furniture & Fixtures	10	168.80	27.67	–	196.47	127.94	17.79	–	145.73	50.74	40.85
Cylinder	5	25.47	–	–	25.47	25.46	–	–	25.46	0.01	0.01
Computer	3	136.97	12.88	–	149.85	131.08	8.16	–	139.23	10.63	5.90
<b>TOTAL-A</b>		<b>13,726.40</b>	<b>3,769.50</b>	<b>70.19</b>	<b>17,425.71</b>	<b>8,072.10</b>	<b>1,263.53</b>	<b>53.45</b>	<b>9,282.17</b>	<b>8,143.54</b>	<b>5,654.29</b>
<b>INTANGIBLE ASSETS</b>											
GOODWILL	0	585.71	–	–	585.71	–	–	–	–	585.71	585.71
<b>TOTAL-B</b>		<b>585.71</b>	<b>–</b>	<b>–</b>	<b>585.71</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>585.71</b>	<b>585.71</b>
<b>OTHER INTANGIBLE ASSETS</b>											
COMP SOFTWARE	3	66.70	12.28	–	78.98	57.34	8.75	–	66.09	12.89	9.36
Licenses	5	159.28	219.75	–	379.03	11.78	80.78	–	92.56	286.46	147.49
<b>TOTAL-C</b>		<b>225.97</b>	<b>232.03</b>	<b>–</b>	<b>458.00</b>	<b>69.12</b>	<b>89.53</b>	<b>–</b>	<b>158.65</b>	<b>299.36</b>	<b>156.86</b>
<b>GRAND TOTAL</b>		<b>14,538.07</b>	<b>4,001.53</b>	<b>70.19</b>	<b>18,469.42</b>	<b>8,141.22</b>	<b>1,353.07</b>	<b>53.45</b>	<b>9,440.82</b>	<b>9,028.61</b>	<b>6,396.86</b>
<b>Previous Year</b>		<b>12,730.16</b>	<b>1,833.10</b>	<b>25.18</b>	<b>14,538.08</b>	<b>6,963.75</b>	<b>1,200.34</b>	<b>22.87</b>	<b>8,141.22</b>	<b>6,396.86</b>	<b>5,766.40</b>

**Note:** The Company has provided depreciation as per Schedules II of the Companies Act, 2013 which provide for useful life of assets as basis of depreciation.

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

NOTE 4 - NON-CURRENT INVESTMENTS		₹ in Lakh	
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>A) Trade Investments - (Unquoted Equity Share of Subsidiary Companies)</b>			
a) Investment in M/s Key Organics Private Ltd(100% Subsidiary) (18151- Equity shares with face value of ₹ 100/- each)	429.07	429.07	
b) Investment in Indo Amines (Malaysia) SDN BHD (100% Overseas Subsidiary) (300000 shares of One Malaysian Ringgit each)	53.59	53.59	
c) Investment in Indo Amines Americas LLC(100% Overseas subsidiary) (20,000 Shares of USD 1 each )	12.35	12.35	
<b>A) Trade Investments - (Unquoted Equity Share of Associate Company)</b>			
d) Investments in Equity instruments ( Associates ) (Indo Amines (Europe) Ltd (25A type and 25 B type Equity Shares of face value 1 GBP each)	0.04	0.04	
<b>B) Other Investments (Unquoted Co-operative banks)</b>			
(a) Investments in Equity instruments of others DNSB (18085 shares of Dombivli Nagari Sahakari Bank Ltd, FV ₹ 50/- each)	9.04	9.04	
<b>Total</b>	<b>504.09</b>	<b>504.09</b>	

NOTE 5 - OTHER FINANCIAL ASSETS		₹ in Lakh	
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>Unsecured Considered Good</b>			
Margin Money /FD with Bank - Maturity More than 12 Mths	28.10	28.00	
Security Deposits	150.43	116.94	
<b>Total</b>	<b>178.53</b>	<b>144.94</b>	

NOTE 6 - DEFERRED TAX ASSET		₹ in Lakh	
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>Deferred Tax</b>			
Difference in WDV as per books and as per Income Tax Act, 1961	96.19	145.04	
Disallowances u/s 43B of the Income Tax Act, 1961.	106.40	81.99	
Others	13.10	17.30	
<b>Total</b>	<b>215.69</b>	<b>244.33</b>	

NOTE 7 - OTHER NON-CURRENT ASSETS		₹ in Lakh	
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>Unsecured Considered Good</b>			
Capital Advances	147.92	175.02	
<b>Others</b>			
Advance Tax	351.96	269.75	
VAT Credit Receivable	226.19	238.17	
Cenvat Credit Receivable	9.13	43.35	
<b>Total</b>	<b>735.20</b>	<b>726.29</b>	

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 (Contd..)

NOTE 8 - INVENTORIES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Raw Materials	2,591.74	2,469.70
Work-in-progress	1,484.61	1,366.00
Finished goods	1,342.14	866.29
Packing materials	125.10	108.43
Eng spares & consumable	85.89	–
<b>Total</b>	<b>5,629.48</b>	<b>4,810.42</b>

NOTE 9 - TRADE RECEIVABLES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Trade Receivables - considered Good - Secured	975.08	1,009.08
Trade Receivables - considered Good - Unsecured	9,282.21	5,835.43
Debt from companies in which Directors of the Company are Directors	696.14	312.22
Trade Receivables - Doubtful	119.52	23.42
Less: Allowance for Bad & Doubtful Debts	(119.52)	(23.42)
<b>Total</b>	<b>10,953.43</b>	<b>7,156.73</b>

NOTE 10- CASH AND CASH EQUIVALENTS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>I. Cash and Cash Equivalents</b>		
Cash on hand	4.67	14.02
<b>a) Balances with Banks</b>		
Balances with Banks - Current Accounts	54.28	173.19
Balances with Banks - EEFC Accounts	282.95	315.39
Balances with Banks - Cash Credit Account	–	–
<b>b) Earmarked Accounts with Banks</b>		
Unpaid Dividend Bank A/c	87.97	67.85
<b>c) Margin Money /Fixed Deposit Held by Banks</b>		
Maturity upto 12 Mths	180.73	173.21
<b>Total</b>	<b>610.60</b>	<b>743.66</b>

NOTE 11 - SHORT TERM LOANS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>Unsecured Considered good</b>		
Advance to Employees	33.78	18.92
Vendor Deposits	6.12	2.60
<b>Total</b>	<b>39.90</b>	<b>21.52</b>

Notice

Directors' Report

Annexures to Directors' Report

Standalone Financial Statements

Consolidated Financial Statements



## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

NOTE 12 - OTHER CURRENT ASSETS			₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018	
Duty Drawback Refund Receivable	27.72	17.28	
Advances recoverable in cash or in kind	11.87	168.55	
Supplier Advance	150.34	248.99	
Interest Receivable	4.59	7.01	
Insurance claim receivable	7.80	6.50	
Prepaid Expenses	75.07	60.21	
Govt Grants Receivable	58.05	54.00	
Custom duty paid in advance	4.57	—	
GST Receivable	869.25	1,623.18	
MEIS Receivable	343.98	152.22	
VAT Credit Receivable	93.90	172.00	
<b>Total</b>	<b>1,647.14</b>	<b>2,509.94</b>	

NOTE 13 - EQUITY SHARE CAPITAL			₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>Authorised:</b>			
5,00,00,000 Equity Shares of ₹ 10/- Each (Prev year 5,00,00,000 Equity Shares of ₹ 10/- each)	5,000.00	5,000.00	
<b>Total</b>	<b>5,000.00</b>	<b>5,000.00</b>	
<b>Issued, Subscribed &amp; Fully Paid Up:</b>			
3,33,48,780 Equity Shares of ₹ 10/- Each	3,334.88	3,334.88	
<b>Total</b>	<b>3,334.88</b>	<b>3,334.88</b>	

NOTE 13-A - RECONCILIATION OF NUMBER OF SHARES				
Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
	Equity Shares	Equity Shares	Equity Shares	Equity Shares
	Number	Number	Number	Amount
Shares outstanding at the beginning of the year	3,33,48,780	3,33,48,780	33,34,87,800	33,34,87,800
Shares issue in scheme of Amalgamation	—	—	—	—
<b>Shares outstanding at the end of the year</b>	<b>3,33,48,780</b>	<b>3,33,48,780</b>	<b>33,34,87,800</b>	<b>33,34,87,800</b>

NOTE 13-B - SHAREHOLDERS HOLDING MORE THAN 5 % SHARE CAPITAL				
Name of Shareholder	As at 31st March 2019	As at 31st March 2018	As at 1st April 2019	As at 31st March 2018
	No. of Shares held	No. of Shares held	Percentage	Percentage
TECHNO SECURITES PVT LTD	41,81,960	41,81,960	12.54%	12.54%
PALKAR FINANCE & CONSULTANCY SERVICES PVT LTD	41,66,960	41,66,960	12.50%	12.50%
TECHNO HOLDINGS PVT LTD	39,01,980	39,01,980	11.70%	11.70%
UNIGROUP RESOURCES PVT LTD	30,58,960	30,58,960	9.17%	9.17%
VIJAY B PALKAR	32,87,084	33,01,284	9.86%	9.90%
BHARATI V PALKAR	21,37,424	21,37,424	6.41%	6.41%
PALKAR COMMERCIALS PRIVATE LIMITED	20,35,000	20,35,000	6.10%	6.10%

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 (Contd..)

NOTE:13-C-NO OF BONUS SHARES ISSUED IN LAST FIVE YEARS					
	2018-19	2017-18	2016-17	2015-16	2014-15
Equity shares allotted fully paid-up by way of bonus shares	NIL	NIL	NIL	NIL	NIL

NOTE:13-D-NO OF SHARE WARRANTS ISSUED IN LAST FIVE YEARS					
	2018-19	2017-18	2016-17	2015-16	2014-15
Equity shares issued by Preferential Convertible Warrants	NIL	NIL	NIL	NIL	NIL

NOTE : 13 - E - TERMS/RIGHTS/RESTRICTIONS	
The company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share.	
The company declares and pays dividend in Indian rupees. The dividend proposed by Board of directors, if any is subject to the approval of shareholders in the ensuing Annual General Meeting.	
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.	

NOTE 14 - OTHER EQUITY		₹ in Lakh	
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>a. Capital Reserve</b>			
Opening Balance(CR)	82.96	82.96	
Closing Balance	<b>82.96</b>	<b>82.96</b>	
<b>b. Securities Premium Account</b>			
Opening Balance	518.82	518.82	
Closing Balance	<b>518.82</b>	<b>518.82</b>	
<b>c. General Reserve</b>			
Opening Balance ( GR )	10.26	10.26	
Closing Balance	<b>10.26</b>	<b>10.26</b>	
<b>d. Revaluation Reserve</b>			
Opening Balance (Revaluation)	139.38	—	
Add:- Addition during the year	—	139.38	
Closing Balance	<b>139.38</b>	<b>139.38</b>	
<b>e. Surplus, i.e. Balance in statement of Profit &amp; Loss.</b>			
Opening Balance	3,639.47	2,737.90	
Add:- Profit for the year	2,260.41	1,430.37	
Add:- IND AS effect	—	7.39	
Less:- Excess / (Short) Provision for Tax	31.14	(140.00)	
Less: Dividend	(333.49)	(329.17)	
Less: Dividend Distribution Tax	(68.55)	(67.02)	
Closing Balance	<b>5,528.98</b>	<b>3,639.47</b>	
<b>Total</b>	<b>6,280.40</b>	<b>4,390.89</b>	

**Note:** All the above Reserves will be utilised in accordance with the provisions of Companies Act, 2013 and Rules there under.

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

NOTE 15 - NON CURRENT BORROWINGS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>I. Secured</b>		
Term loans - From Banks	3,615.72	2,717.15
Less: Current maturities of long-term debt	1,064.93	828.43
Period and Amount of Default: - Nil		
<b>Total</b>	<b>2,550.79</b>	<b>1,888.72</b>

### NOTE 15.1 - LONG TERM BORROWINGS - NATURE OF SECURITY & TERMS OF REPAYMENT

Loans from banks on Term loan carry an interest ranging from 9% p.a. to 11.85% pa. and are secured by way of hypothecation of Plant & Machinery and Register Equitable Mortgage on some of the company's immovable property and personal guarantees of promoter Directors.

NOTE 16 - OTHER NON CURRENT FINANCIAL LIABILITIES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Trade/Security Deposits received	4.94	3.94
<b>Total</b>	<b>4.94</b>	<b>3.94</b>

NOTE 17 - NON CURRENT PROVISIONS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>(a) Provision for employee benefits</b>		
Gratuity Provision	208.70	167.53
Bonus Provision	—	—
<b>(b) Others</b>		
Excise Duty Provision	—	151.02
<b>TOTAL</b>	<b>208.70</b>	<b>318.55</b>

NOTE 18 - CURRENT BORROWINGS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>I. Secured</b>		
Loans repayable on demand - From banks	6,542.46	4,429.21
<b>II. Unsecured Loan</b>		
Loans repayable on demand - From banks	2,000.00	1,500.00
Loans repayable on demand - Other Parties	3.50	28.13
<b>Total (I)</b>	<b>8,545.96</b>	<b>5,957.34</b>

Loans from banks on Cash Credit carry an interest ranging from 9.35% p.a. to 9.80% pa. and are secured by way of hypothecation of stocks of raw materials, finished products, stores and work in process, book debts and Register Equitable Mortgage on some of the company's immovable property and personal guarantees of promoter Directors.

NOTE 19 - CURRENT TRADE PAYABLES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>Trade Payables</b>		
(A) Total Outstanding dues of micro enterprises and Small enterprises; and	0.33	—
(B) Total Outstanding dues of creditor other than micro enterprises and Small enterprises	7,490.14	6,266.77
<b>Total</b>	<b>7,490.47</b>	<b>6,266.77</b>

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 (Contd..)

NOTE 20 - OTHER CURRENT LIABILITIES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Current maturities of long-term debt	1,064.94	828.43
Unpaid dividends	87.96	67.85
Statutory Remittances	47.23	61.60
Provision for Expenses	464.34	398.57
Retention Money	25.14	15.63
Advances from Customers	126.57	109.82
Gratuity Payable To Employee	17.14	—
<b>TOTAL</b>	<b>1,833.32</b>	<b>1,481.90</b>

NOTE 21 - SHORT TERM PROVISIONS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>(a) Provision for employee benefits</b>		
Bonus Payable	71.45	62.59
Gratuity Provision	—	—
<b>(b) Others</b>		
Dividend Distribution Tax Payable	0.73	—
<b>Total</b>	<b>72.18</b>	<b>62.59</b>

NOTE 22 - CURRENT TAX (NET)		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Provision for Tax	4.46	83.62
<b>Total</b>	<b>4.46</b>	<b>83.62</b>

NOTE 23 - REVENUE FROM OPERATIONS		₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018
Sale of Products (including Excise Duty)	47,801.79	36,821.73
Other Operating Revenues	756.33	558.67
<b>Gross Sales</b>	<b>48,558.12</b>	<b>37,380.40</b>
Less: Inter Division Sales	4,160.49	2,881.94
<b>Sales Product Total (I)</b>	<b>44,397.63</b>	<b>34,498.46</b>
Trading Sales	2,692.96	566.12
Less: Inter Division Sales	—	—
<b>Trading Sales Total (II)</b>	<b>2,692.96</b>	<b>566.12</b>
<b>Total Revenue From Operation (I) + (II)</b>	<b>47,090.59</b>	<b>35,064.58</b>

NOTE 23 - A - OTHER OPERATING REVENUES		₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018
Export Benefits - MEIS	481.08	382.47
Export Benefits - Duty Drawback	181.24	148.20
Processing Income	94.01	27.99
<b>Total</b>	<b>756.33</b>	<b>558.67</b>

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

<b>NOTE 24 - OTHER INCOME</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Profit on Sales of Assets	3.98	-	
Other Non Operating Income	245.14	97.90	
Exchange Gain/Loss(Net)	387.10	289.57	
Interest Received	21.23	26.10	
Govt Grants	35.41	27.00	
Insurance Claim Received	3.66	0.68	
Dividend Received	1.02	1.09	
Sundry Balances Written Back	32.22	0.30	
<b>Total</b>	<b>729.76</b>	<b>442.64</b>	

<b>NOTE 25 - COST OF RAW MATERIALS CONSUMED</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Opening Stock	2,469.70	856.32	
Add : Purchases	34,867.15	25,782.96	
	<b>37,336.85</b>	<b>26,639.28</b>	
Less : Closing Stock RM	2,591.74	2,469.70	
<b>Total Raw Material Consumption</b>	<b>34,745.11</b>	<b>24,169.58</b>	
Add: Freight Inward/ import Cost of RM /PM	1,111.37	893.80	
Add : Consumption of Packing Material & Fuel	1,253.34	868.86	
Less: Inter Division Purchases	4,160.49	2,881.94	
<b>Total RM/PM/Fuel Consumption</b>	<b>32,949.33</b>	<b>23,050.30</b>	

<b>NOTE 26 - CHANGES IN INVENTORIES</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
<b>I) Finished goods</b>			
Opening Stock	866.29	752.37	
Less :Closing Stock FG	1,342.14	866.29	
<b>Total A</b>	<b>(475.85)</b>	<b>(113.92)</b>	
<b>II) Work in Progress</b>			
Opening Stock	1,366.00	1,225.82	
Less: Closing Stock WIP	1,484.61	1,366.00	
<b>Total B</b>	<b>(118.61)</b>	<b>(140.18)</b>	
<b>Grand Total (A + B)</b>	<b>(594.46)</b>	<b>(254.10)</b>	

<b>NOTE 27 - EMPLOYEES BENEFIT EXPENSES</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Salaries & Wages	1,623.63	1,234.67	
Directors Remuneration	412.42	238.32	
Contribution to Provident & other Funds	80.10	75.06	
Staff Welfare Expenses	161.77	119.30	
<b>Total</b>	<b>2,277.92</b>	<b>1,667.35</b>	

<b>NOTE 28 - FINANCE COSTS</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Interest expense	773.65	586.68	
Bank Charges	102.32	185.71	
<b>Total</b>	<b>875.97</b>	<b>772.39</b>	

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 (Contd..)

NOTE 29 - DEPRECIATION & AMORTISATION EXPENSES			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Depreciation on Tangible Assets	1,263.53	1,187.71	
Amortisation of Intangible Assets	89.53	12.62	
<b>Total</b>	<b>1,353.06</b>	<b>1,200.33</b>	

NOTE 30- OTHER EXPENSES			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Stores Eng spares & consumables	350.81	303.95	
Labour Charges	951.12	866.29	
Power Charges	2,366.16	1,764.65	
Water Charges	63.53	42.14	
Repairs and maintenance - Factory Buildings	24.80	21.52	
Repairs and maintenance - Machinery	222.47	318.87	
Repairs and maintenance - Others	60.39	69.01	
Insurance Charges	57.69	58.40	
Rates and taxes	88.28	21.00	
Freight & Forwarding Outward charges	826.93	651.66	
Sales commission	109.45	142.88	
Corporate Social Responsibility Expenses	17.80	24.82	
Communication Charges	37.32	36.91	
Travelling and conveyance Expenses	196.26	173.50	
Printing and stationery Expenses	40.64	38.19	
Pollution Control and other Testing Expenses	45.50	48.47	
Laboratory Expenses & R&D Expenses	55.49	62.77	
Business promotion Expenses	132.79	88.91	
Legal and professional Charges	384.09	213.10	
Directors Sitting Fees	28.71	21.33	
Advertisement Expenses	0.92	0.37	
Office Expenses	49.61	58.78	
Security Charges	107.43	75.02	
Export related Expenses	408.56	380.48	
Local Sales Expenses	394.35	256.67	
loss on Sale of Assets	—	0.53	
Meetings and ROC related Expenses	10.04	23.01	
Merger/Amalgamation Expenses	—	51.09	
Provision for doubtful Debts	97.08	—	
<b>Total</b>	<b>7,128.22</b>	<b>5,814.32</b>	

### NOTE 31 : NOTE ON MICRO SMALL OR MEDIUM ENTERPRISES

- The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year. 0.33 lac (P. Yr NIL)
- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year; NIL (Previous Year NIL)
- The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; NIL (Previous year NIL)



## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

- (d) The amount of interest accrued and remaining unpaid at the end of each accounting year.
- (e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. NIL (Previous Year NIL)

The above information is provided based on the information available as per company records.

NOTE 32 : C I F VALUE OF IMPORTS	₹ In Lakhs	
	2018-19	2017-18
Raw Materials (₹)	11,031.35	6,196.85

NOTE 33 : EXPENDITURE IN FOREIGN CURRENCY	2018-19	2017-18
Commission on Sales	80.77	99.39
Consultancy Charges	76.63	22.47
Business Promotion Exp	47.65	19.94
Travelling	67.19	53.74
<b>Total</b>	<b>272.24</b>	<b>195.54</b>

NOTE 34 : EARNING IN FOREIGN EXCHANGE	2018-19	2017-18
FOB Value of Exports (₹)	23,648.57	18,871.30

NOTE 35 : AUDITORS REMUNERATION:	₹ In Lakhs	
	2018-19	2017-18
Audit Fees	6.28	6.46
Out of Pocket Exp	0.40	0.40
<b>Total</b>	<b>6.68</b>	<b>6.86</b>

NOTE 36:- BORROWING COST ( IND AS 23)
Borrowing cost directly attributable to the acquisition /construction of a qualifying asset are capitalized as part of the cost of asset during the period is ₹ 127.93 lakhs (P. Yr ₹ 12.82 lakhs)

NOTE 37 : EARNING PER SHARE (IND AS -33 )	2018-19	2017-18
	Amt in ₹	Amt in ₹
Net Profit after Tax as per P&L A/c	22,60,41,313	14,30,37,357
Weighted Average no. of Equity Shares (Basic)	3,33,48,780	3,33,48,780
Weighted Average no. of Equity Shares (Diluted)	3,33,48,780	3,33,48,780
Earning Per Share (Basic)	6.78	4.29
Earning Per Share (Diluted)	6.78	4.29
(Face Value of ₹ 10/- each )		

NOTE 38 : RESEARCH & DEVELOPMENT EXPENDITURE	₹ In Lakhs	
	2018-19	2017-18
Revenue (Excluding Depreciation)	102.15	112.82
Capital	53.92	14.60
<b>Total</b>	<b>156.07</b>	<b>127.42</b>

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 (Contd..)

NOTE 39 : PERCENTAGE OF CONSUMPTION OF RAW MATERIALS				
	₹ In Lakhs	%	₹ In Lakhs	%
Particular	2018-19		2017-18	
Imported	10,577.41	30.44%	7,194.73	29.77%
Indigenous	24,167.70	69.56%	16,974.85	70.23%
<b>Total Consumption</b>	<b>34,745.11</b>	<b>100.00%</b>	<b>24,169.58</b>	<b>100.00%</b>

NOTE 40 : CONTINGENT LIABILITIES: & COMMITMENT		₹ In Lakhs	
Sr. No.	A: Contingent Liability	2018-19	2017-18
1	Bank Guarantee with IDBI	139.36	44.25
2	Bank Guarantee with Axis	8.00	—
3	Letter of Credit with IDBI	1,300.14	517.56
4	Income-Tax ITAT Appeal A Yr 2007-08-Versatile Chemicals Ltd	—	16.63
5	Income Tax Appeal - Penalty u/s 271(1)(c) A. Y 2009-10 M/s Indo Amines Ltd	58.79	58.79
6	Income-Tax ITAT Appeal A Yr 2009-10-Versatile Chemicals Ltd.	0.67	2.61
7	Income Tax Appeal-A.Y. 2010-11 M/S Versatile Chemicals Pvt. Ltd.	7.11	7.11
8	Income Tax Appeal -Penalty A.Y. 2007-08 M/S Versatile Chemicals Pvt. Ltd.	3.03	3.03
9	Income Tax Appeal -Penalty A.Y. 2009-10 M/S Versatile Chemicals Pvt. Ltd.	1.47	1.47
10	Income Tax Appeal -Penalty A.Y. 2010-11 M/S Versatile Chemicals Pvt. Ltd.	0.25	0.25
11	VAT&CST Appeal Maharashtra-Liability against Ex-parte assessment passed against notice form no 315 for FY 2009-10 dt. 31.03.2015.	604.24	604.24
12	VAT & CST appeal- Maharashtra Liability against non receipt of CST form and other purchases FY 2011-12	33.09	33.09
13	Appeal under Central Sales Tax- M/s Flame Pharma For the F. Y. 2002-03	4.23	4.23
14	VAT & CST Appeal -M/s Versatile Chemical Ltd Maharashtra -Liability against C Form and Balance Confirmation J1	—	33.26
15	f..no.v.ch.29 & 34/15-39/indo amines/jc/dn.i/2015 dt.01.09.2015 wrong availment of cenvat credit on service tax paid on rent-a-cab, civil work construction & invoice not in their name / favor	—	32.84
16	SCN No. F.No.V-Ch.29/15-15/OA/Indo Amines/JC/Dn-I/2015 Dt.11.06.2015 Service tax wrongly availed on Construction Service.	20.91	33.46
17	a) SCN V.Ch.29&34/15-36/Indo Amines/JC/D-I/2015 Dt.18.08.2015 non payment of excise duty on freight charges on clearance of goods to sister unit on inter company sales period August 2010 to June 2015. b) Statement in continuation to above as per CERA audit period July 2015 to March 2016.	23.24	0.86
18	SCN F No. V.ST (Adj) 15-08/Indo Amines/Dn ST-II/JC /2015 dt.07.10.2015-Payment of Service Tax on the Sales Commission paid on the goods exported.	23.11	23.11
19	a) V/ST/DN-V(BEL)/INDO AMINES/2010/20.4.12-Commission on Export in Foreign exchange to foreign party for the period F.Y. 2006-2007 to 2010-2011. b) V/ST/DN-V(BEL)/INDO AMINES/2010/10.10.12-Commission on Export in Foreign exchange to foreign party for the period F.Y. 2011-2012. c) V/ST/DN-V(BEL)/INDO AMINES/2010/20.4.12-Commission on Export in Foreign exchange to foreign party for the period F.Y. 2012-2013.	175.50	203.84
20	(O-I-A) VAD-EXCUS-001-ADC-129&130 - 2016-17 DT 31-01-2017 Differential duty demand on the ground of undervaluation of goods transferred to the sister concern. (CAS4)	72.38	—

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## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

B. Foreign Currency exposure that are not hedged by the derivative instruments				₹ In Lakhs
Particulars	Balance as at Mar 31st 2019		Balance as at Mar 31st 2018	
	In Foreign cur in Lakhs	₹ In Lakhs	In Foreign cur in Lakhs	₹ In Lakhs
<b>Export trade receivables</b>				
USD	82.69	5,653.45	57.19	3,693.02
EURO	3.02	230.41	4.26	338.89
CAD	2.56	129.72	1.15	57.29
<b>Import trade Payables</b>				
USD	21.03	1,465.39	15.78	1,031.40
EURO	–	–	0.59	48.00
GBP	–	–	–	–
<b>Packing Credit</b>				
USD	37.78	2,623.79	25.05	1,637.79
EURO	–	–	–	–
<b>Commission Payable</b>				
BDT	0.68	0.56	1.36	1.02
EURO	0.01	0.86	0.01	0.83
GBP	2.53	2.31	0.02	2.10
USD	–	–	0.19	12.33
<b>Buyer's Credit IN USD</b>	–	–	8.51	556.47

NOTE 41 : RAW MATERIAL CONSUMPTION DETAILS.		₹ In Lakhs
	2018-19	2017-18
Materials Consumed		
Fatty Amines/Fatty Acids	12,465.88	10,055.66
Organic / Performance /other Chemicals	22,279.23	14,113.92
<b>Total</b>	<b>34,745.11</b>	<b>24,169.58</b>

NOTE 42 : A. EMPLOYEE BENEFITS AS PER IND AS 19		₹ In Lakhs
		for Gratuity
Assumptions as at	2018-19	2017-18
Mortality	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Interest /Discount Rate	7.35%	7.70%
Rate of increase in compensation	10%	10%
Rate of return ( expected) on plan assets	7%	8%
Employee Attrition Rate ( Past Service (PS))	PS: 0 to 40 : 5%	PS: 8 to 40 : 8%
Expected average remaining service	10.69	11.07
<b>Changes in present value of obligations</b>		
PVO at beginning of period	248.68	157.85
Interest cost	18.02	10.44
Current Service cost	35.45	26.50
Past service cost-(non vested benefits)		

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

NOTE 42 : A. EMPLOYEE BENEFITS AS PER IND AS 19		₹ In Lakhs	
		for Gratuity	
Assumptions as at	2018-19	2017-18	
Past service cost-( vested benefits)			
Benefits Paid	(29.38)	(3.49)	
Actuarial (Gain) / Loss on obligation	13.98	37.36	
PVO at end of period	286.75	248.68	
<b>Fair Value of Plan Assets</b>			
Fair value of plan assets at beginning of period	81.15	63.39	
Adjustment to opening balance	(0.99)	7.14	
Actual return on Plan Assets	0.43	2.65	
Contributions	20.99	11.46	
Benefit Paid	(29.38)	(3.49)	
Fair value of plan assets at end of period	78.05	81.15	
Funded Status (including unrecognized past service cost)	(208.70)	(167.53)	
Excess of actual over estimated return on Plan Assets	0.43	2.34	
<b>Actuarial Gain/Loss) Recognized</b>			
Actuarial Gain/(Loss) for the period (Obligation)	13.98	37.36	
Actuarial Gain/(Loss) for the period (Plan Assets)	0.43	2.34	
Total Gain/(Loss) for the period	13.54	39.70	
Actuarial Gain/(Loss) Recognized for the period	13.54	39.70	
Unrecognized Actuarial Gain/(Loss) at end of period			
<b>Amounts to be recognized in the balance sheet and statement of profit &amp; loss account</b>			
PVO at end of period	286.75	248.68	
Fair value of plan assets at end of period	78.05	81.15	
Funded Status	(208.70)	(167.53)	
Unrecognized Actuarial Gain/(Loss)			
Unrecognized Past Service Cost -non vested benefits			
Net Asset/(Liability) recognized in the balance sheet	(208.70)	(167.53)	
<b>Expense recognized in the statement of P &amp; L A/C</b>			
Current service Cost	35.46	26.50	
Interest cost	12.17	5.46	
Past Service Cost -non vested benefits			
Past Service Cost - vested benefits			
Unrecognized Past Service Cost -non vested benefits			
Expected return on Plan Assets	0.43	(2.65)	
Net Actuarial (Gain)/Loss recognized for the period	(13.53)	(39.70)	
Expense recognized in the statement of P & L A/C	47.62	51.97	
Actuarial (Gain) / Loss on obligation	13.98	37.36	
Assets limit effect		–	
Return on Plan Assets excluding net interest	(0.43)	2.34	
Unrecognized Actuarial (Gain) / Loss from previous period		–	
<b>Total Actuarial (Gain) / Loss recognized in ( OCI)</b>	<b>13.54</b>	<b>39.70</b>	

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NOTE 43 : EMPLOYEE BENEFITS AS PER ACCOUNTING STANDARD 15	₹ in Lakhs	
	2018-19	2017-18
Contribution to Provident & other Funds	80.10	75.06
Gratuity	62.16	62.59

NOTE 44 : SALES OPENING STOCK, CLOSING STOCK							₹ in Lakhs
	2018-19			2017-18			
Product Group	Sales	Closing Stock	Opening Stock	Sales	Closing Stock	Opening Stock	
Fatty Amines	7,708.78	170.03	78.34	6,050.02	78.34	114.65	
Organic Chemicals	2,997.19	132.97	137.55	1,909.81	137.55	184.65	
Performance Chemicals	5,261.41	274.13	104.17	3,647.82	104.17	96.87	
Quaternary Ammonium Compound	7,254.48	380.47	319.47	5,880.13	319.47	110.76	
Short Chain Amine	6,130.35	233.03	108.82	1,758.72	108.82	12.12	
Specialty Chemicals	11,612.00	41.02	34.02	8,025.03	34.02	94.42	
Bulk Drugs	731.91	7.78	6.30	1,487.27	6.30	9.95	
Others & RM Cleared	7.92	–	0.03	1,383.04	0.03	4.27	
Fatty Acids	1,932.18	96.39	73.69	2,346.54	73.69	46.40	
Formulation	5.09	6.32	3.90	10.84	3.90	–	
Traded Goods	2,692.96	–	–	1,651.38	–	–	
Add : Excise Duty on F.G.			–	355.31	–	78.28	
Other Operating Revenues	756.33			558.67			
<b>Total</b>	<b>47,090.59</b>	<b>1,342.14</b>	<b>866.29</b>	<b>35,064.58</b>	<b>866.29</b>	<b>752.37</b>	
The product wise details of Semi Finished Goods (i.e. work in progress ) cannot be ascertained.							

NOTE 45 : RELATED PARTY STATEMENT – IND AS 24 :	
Name of the related parties	Nature of relationship
Techno Holding (India) Pvt Ltd	Companies controlled by Directors/ Relatives of Directors
Techno Securities (India) Pvt Ltd	
Palkar Finance & Consultancy Services Pvt Ltd	
Palkar Commercials Pvt Ltd	
Marvel Indenting Pvt. Ltd	
Unigroup Resources Pvt. Ltd.	
Pure Organics Industries	
Universal Distributors	
P M Dalvi & co	
Mrs.Sanam Memon	
Mr.Sandeep Sule	
PNG Design	
Core Chemicals (Mumbai) Pvt Ltd	
Pious Engg Pvt Ltd	
Versatile Speciality Chemical Ltd	
Indo Amines (Changzhou) Co., LTD	

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

NOTE 45 : RELATED PARTY STATEMENT – IND AS 24 :	
Name of the related parties	Nature of relationship
Indo Amines (Europe) Ltd	Associates
Indo Amines(Malaysia) SDN BHD	Subsidiary
Indo Amines Americas LLC	Subsidiary
Key Organics Pvt Ltd	Subsidiary
Dr Deepak Kanekar	Chairman
Mr Vijay Palkar	Managing Director
Mr Rahul Palkar	Joint Managing Director
Mr Kirit Shah	Whole time Director( Upto 30.09.2018)
Mrs Bharti Palkar	Whole time Director (KMP-CFO from 30.05.2018 to 09.02.2019)
Mr C.L. Kadam	Whole time Director
Mr. Jayprakash Shetty	Whole time Director (w.e.f 25.09.2018 )
Mr.Keyur Chitre	Whole time Director
Mr. Salim Memon	Whole time Director
Mr. Nandu Gupta	Executive Director
Mr R. Ravi	Independent Director
Mr Dhaval Vora	Independent Director
Mr Nishikant Sule	Independent Director
Mr Mahendra Ramchandra Thakoor	Independent Director
Mr Madhav Narayan Nandgaonkar	Independent Director
Mr.Suneel Raje	Independent Director
Mrs.Laxmi Kantam	Independent Director
Mr. Satish Chitale	Independent Director(w.e.f 30.05.2018)
Mr. Mukesh Agrawal	Key Managerial Personnel-CFO(w.e.f 10.02.2019)
Ms. Tripti Sharma	Key Managerial Personnel-Company Secretary

NOTE 46 : RELATED PARTY TRANSACTION – IND AS 24 :								
RELATED PARTY TRANSACTION								₹ In lakhs
B) Nature of Transactions with Related Parties during the year:								
	2018-19	2018-19	2018-19	2018-19	2017-18	2017-18	2017-18	2017-18
Nature of Transactions	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person
<b>Sales</b>								
Indo Amines Americas LLC	2,057.46	–	–	–	948.46	–	–	–
Pure Organics Industries	–	–	11.02	–	–	–	6.89	–
Key Organics Pvt Ltd	38.91	–	–	–	86.90	–	–	–
Versatile Speciality Chemical Ltd	–	–	19.29	–	12.89	–	–	–
Core Chemicals (Mumbai) Pvt Ltd	–	–	734.32	–	–	–	–	–
Indo Amines (Changzhou) Co., LTD	–	–	74.09	–	–	–	–	–

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## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

### NOTE 46 : RELATED PARTY STATEMENT – IND AS 24 :

RELATED PARTY TRANSACTION								₹ In lakhs
<b>B) Nature of Transactions with Related Parties during the year:</b>								
	2018-19	2018-19	2018-19	2018-19	2017-18	2017-18	2017-18	2017-18
Nature of Transactions	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person
<b>Commission on Profit</b>								
Dr Deepak Kanekar	–	–	–	12.35	–	–	–	12.35
<b>Production Incentive</b>								
Mr Salim Memon	–	–	–	19.50	–	–	–	–
Mrs. Sanam Memon	–	–	19.50	–	–	–	–	–
<b>Office Rent</b>								
Universal Distributors	–	–	1.50	–	–	–	1.50	–
<b>Factory Rent</b>								
Pious Engg Pvt Ltd	–	–	20.00	–	–	–	–	–
<b>Purchase</b>								
Key Organics Pvt Ltd	1,126.52	–	–	–	644.89	–	–	–
Core Chemicals (Mumbai) Pvt Ltd	–	–	849.70	–	–	–	–	–
Indo Amines Americas LLC	380.20	–	–	–	–	–	–	–
<b>Marketing &amp; Professional Fees</b>								
Key Organics Pvt Ltd	60.00	–	–	–	60.00	–	–	–
<b>Consultancy Charges</b>								
P. M. Dalvi & Co	–	–	1.85	–	–	–	2.26	–
Mr Dhaval Vora	–	–	–	0.30	–	–	–	–
PNG Design	–	–	40.85	–	–	–	–	–
<b>Processing Charges</b>								
Key Organics Pvt Ltd	–	–	–	–	0.31	–	–	–
<b>Directors Remuneration</b>								
Mr Vijay Palkar	–	–	–	150.00	–	–	–	88.92
Mr Rahul Palkar	–	–	–	27.60	–	–	–	41.98
Mr Kirit Shah	–	–	–	13.99	–	–	–	27.98
Mrs. Bharti Palkar	–	–	–	120.00	–	–	–	26.86
Mr Keyur Chitre	–	–	–	14.83	–	–	–	11.62
Mr C.L. Kadam	–	–	–	9.33	–	–	–	8.18
Mr Salim Memon	–	–	–	30.00	–	–	–	30.00
Mr Nandu Gupta	–	–	–	46.67	–	–	–	–
<b>Commission on sales</b>								



## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 (Contd..)

NOTE 46 : RELATED PARTY STATEMENT – IND AS 24 :								
RELATED PARTY TRANSACTION								₹ In lakhs
B) Nature of Transactions with Related Parties during the year:								
	2018-19	2018-19	2018-19	2018-19	2017-18	2017-18	2017-18	2017-18
Nature of Transactions	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person
Indo Amines Americas LLC	6.86	–	–	–	30.37	–	–	–
Indo Amines (Malaysia) SDN BHD	5.37	–	–	–	1.63	–	–	–
<b>Salary &amp; Wages</b>								
Mrs. Sanam Memon	–	–	21.65	–	–	–	17.14	–
Mr. Sandeep Sule	–	–	5.75	–	–	–	2.24	–
Mr. Mukesh Agrawal	–	–	–	2.25	–	–	–	–
Mrs. Tripti Sharma	–	–	–	6.50	–	–	–	–
<b>Directors sitting fees</b>								
Mr Vijay Palkar	–	–	–	1.50	–	–	–	1.15
Mr Rahul Palkar	–	–	–	1.25	–	–	–	1.00
Mr Kirit Shah	–	–	–	0.25	–	–	–	0.50
Mrs Bharti Palkar	–	–	–	1.50	–	–	–	1.00
Mr C.L. Kadam	–	–	–	1.25	–	–	–	1.25
Mr Keyur Chitre	–	–	–	1.25	–	–	–	1.00
Dr Deepak Kanekar	–	–	–	1.84	–	–	–	1.99
Mr R. Ravi	–	–	–	1.32	–	–	–	1.07
Mr Dhaval Vora	–	–	–	2.58	–	–	–	1.99
Mr Nishikant Sule	–	–	–	2.64	–	–	–	2.30
Mr Madhav Nandgaonkar	–	–	–	2.64	–	–	–	1.59
Mr Mahendra Thakoor	–	–	–	2.07	–	–	–	1.84
Mr Suneel Raje	–	–	–	1.50	–	–	–	1.31
Mr Salim Memon	–	–	–	1.50	–	–	–	1.25
Mrs Laxmi Kantam	–	–	–	1.00	–	–	–	0.25
Mr Jayprakash Shetty	–	–	–	0.50	–	–	–	–
Mr Nandu Gupta	–	–	–	1.00	–	–	–	–
Mr Satish Chitale	–	–	–	2.12	–	–	–	–
<b>Deposits</b>								
Pious Engg Pvt Ltd	–	–	11.23	–	–	–	–	–

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## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 *(Contd..)*

### NOTE 46 : RELATED PARTY STATEMENT – IND AS 24 :

RELATED PARTY TRANSACTION								₹ In lakhs
B) Nature of Transactions with Related Parties during the year:								
	2018-19	2018-19	2018-19	2018-19	2017-18	2017-18	2017-18	2017-18
Nature of Transactions	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person
<b>Loans &amp; Advances</b>								
Versatile Speciality Chemical Ltd	–	–	–	–	0.02	–	–	–
Indo Amines America LLC	6.68	–	–	–	–	–	–	–
<b>Receivable</b>								
Indo Amines America LLC	958.76	–	–	–	314.33	–	–	–
Versatile Speciality Chemical Ltd	–	–	13.45	–	–	–	–	–
Indo Amines (Changzhou) Co., Ltd	–	–	74.15	–	–	–	–	–
<b>Payable</b>								
Key Organics Pvt Ltd	250.05	–	–	–	208.10	–	–	–
Versatile Speciality Chemical Ltd	–	–	8.40	–	2.11	–	–	–
Core Chemicals (Mumbai) Pvt Ltd	–	–	519.01	–	–	–	–	–
Pious Engg Pvt Ltd	–	–	6.64	–	–	–	–	–
Indo Amines America LLC	316.17	–	–	–	–	–	–	–
<b>Dividend paid</b>								
Techno Holding (India) Pvt Ltd	–	–	39.02	–	–	–	39.02	–
Techno Securities (India) Pvt Ltd	–	–	41.82	–	–	–	41.82	–
Palkar Finance & Consultancy Services Pvt Ltd	–	–	41.67	–	–	–	41.67	–
Palkar Commercials Pvt Ltd	–	–	20.35	–	–	–	20.35	–
Marvel Indenting Pvt. Ltd	–	–	9.18	–	–	–	9.18	–
Unigroup Resources Pvt. Ltd.	–	–	30.59	–	–	–	30.59	–
Mr Vijay Palkar	–	–	–	33.01	–	–	–	32.22
Mr Rahul Palkar	–	–	–	3.56	–	–	–	2.83
Mr. Kirit Shah	–	–	–	2.97	–	–	–	2.97
Mrs Bharti Palkar	–	–	–	21.37	–	–	–	20.73

## Standalone Notes to the Financial Statement for the Year ended 31st March, 2019 (Contd..)

**NOTE 47 : SEGMENT REPORT****SEGMENT REPORTING - 2018-19****(A) SEGMENTWISE DETAILS (PRIMARY)**

A) The company is primarily operating in only one business (i.e. manufacturing of chemicals) as well as one geographical segment, hence no Primary segment reporting has been made.

<b>(B) GEOGRAPHICAL DETAILS (SECONDARY)</b>			<b>2018-19</b>
			<b>₹ In Lakhs</b>
<b>Particulars</b>	<b>Inside India</b>	<b>Outside India</b>	<b>Total</b>
<b>SEGMENT REVENUE</b>			
Total Revenue	22,522.08	24,568.51	47,090.59
<b>(Previous Year)</b>	<b>(15,244.47)</b>	<b>(19,464.79)</b>	<b>(34,709.26)</b>
<b>Total Segment Revenue</b>	<b>22,522.08</b>	<b>24,568.51</b>	<b>47,090.59</b>
<b>OTHER INFORMATION</b>			
Fixed Assets(Net Block)	9,028.61	–	9,028.61
<b>(Previous Year)</b>	<b>(6,396.86)</b>	<b>–</b>	<b>(6,396.86)</b>

<b>NOTE 48 : CSR EXPENDITURE</b>		<b>₹ in lakh</b>
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Gross Amount required to be spent by the Company during the Year	38.90	28.35
Amount spent during the year on		
a) Construction/ acquisition of any asset	-	-
b) Other than (a) Above	17.80	24.82
Balance Amount to be spent	21.10	3.53

**NOTE 49 : AMALGAMATION**

The Board has Approved draft scheme of Amalgamation between Core Chemicals (Mumbai) Pvt Ltd and Key Organics Pvt Ltd (wholly owned subsidiary of the Company) with the company at its meeting held on 25th September, 2018 considering appointed date of amalgamation as 1st April, 2018. The scheme was submitted to BSE for in-principle approval. After scrutinizing the scheme BSE Limited has approved the scheme on 15th March, 2019. These results do not consider the effect of amalgamation on the financial statements of the company as the draft scheme is not yet approved by Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT"). After order of approval received from Hon'ble NCLT for the draft scheme, financial statements will be revised.

**NOTE 50 :**

Capital commitments (Net of Advances) ₹ 864.29 lakhs. (P Yr. 643.31 lakhs)

**NOTE 51 :**

Previous years figures are regrouped/rearranged wherever necessary, to conform to the layout of accounts of current year.

**For Sanjay M. Kangutkar And Associates**

Chartered Accountants  
Firm Registration No 117959W

Sd/-

**Sanjay M. Kangutkar**

Proprietor

Membership No. : 100830

Place : Dombivli

Date : 25th May, 2019

For and on behalf of the Board

**Indo Amines Limited**

Sd/-

**Vijay B Palkar**

Managing Director & CEO

DIN 00136027

Sd/-

**Mukesh Agrawal**

Chief Financial Officer

Sd/-

**Rahul Palkar**

Joint Managing Director

DIN 00325590

Sd/-

**Tripti Sharma**

Company Secretary

Mem No. A39926

# Consolidated Independent Auditor's Report

**TO THE MEMBERS OF INDO AMINES LIMITED**

## **REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

### **Opinion**

We have audited the accompanying consolidated financial statements of Indo Amines Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, of consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Description of key Audit Matters:-**

The group's exports during the year account for 46% of its total turnover. Since export markets are at times unpredictable and susceptible to adverse currency fluctuations, there is an inherent risk of non- collection of export dues by the group.

### **Description of Auditor's Response –**

Our audit procedures included ensuring on test check basis that the exports are backed by proper documentation, as also recoveries from export parties are properly made by the group.

### **Other Information i.e. Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include the financial statements and our auditor's report thereon. The Directors' Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Directors' Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to the Members of the Company.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and

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## Consolidated Independent Auditor's Report (Contd..)

application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## Consolidated Independent Auditor's Report (Contd..)

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- (a) We did not audit the financial statements / financial information of M/s. Key organics Pvt. Ltd., whose financial statements / financial information reflect total assets of ₹ 1072.02 Lakhs as at 31st March, 2019, total revenues of ₹ 2906.79 Lakhs and net cash flows amounting to ₹ (8.68) Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, and associates, is based solely on the reports of the other auditors.
- (b) We did not audit the financial statements / financial information of M/s. Indo Amines (Malaysia) SDN BHD, M/s. Indo Amines LLC subsidiaries whose financial statements / financial information reflect total assets of ₹ 1688.91 Lakhs as at 31st March, 2019, total revenues of ₹ 2565.53 Lakhs and net cash flows amounting to ₹ 295.65 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and associates, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

**Financial statements of Indo Amines (Europe) Ltd. which is an associate is not considered in the Consolidated Financial Statements, since the relevant information is not available.**

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure "A".

## Consolidated Independent Auditor's Report *(Contd..)*

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- There were no pending litigations which would impact the consolidated financial position of the Group.
  - The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

**For M/S Sanjay M. Kangutkar & Associates**  
Chartered Accountants  
Firm's Registration No:- 117959W

**(Sanjay M. Kangutkar)**  
Proprietor  
Membership No:- 100830

Date: 25th May, 2019  
Place: Dombivli

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## Consolidated Independent Auditor's Report (Contd..)

### ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF INDO AMINES LIMITED

#### REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Indo Amines Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, as of that date.

#### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the of the Holding company and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Holding Company's and its Subsidiary Companies' internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis our audit opinion on the Company's internal financial controls system over financial reporting.

#### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### OPINION

In our opinion, the Holding Company and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## Consolidated Independent Auditor's Report *(Contd..)*

### OTHER MATTERS

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For M/S Sanjay M. Kangutkar & Associates**

Chartered Accountants

Firm's Registration No:- 117959W

**(Sanjay M. Kangutkar)**

Proprietor

Membership No:- 100830

Date: 25th May, 2019

Place: Dombivli

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## Consolidated Balance Sheet as at 31st March, 2019

		(₹ In Lakhs)	
		CONSOLIDATED (Audited)	
Particulars	Note No	As at 31st March 2019 Amount	As at 31st March 2018 Amount
<b>ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipments	3	8,328.79	5,816.63
(b) Capital Work In Progress		808.02	530.40
(c) Other Intangible assets		299.36	156.85
(d) Goodwill		999.11	999.11
(e) Financial Assets			
(i) Investments (Non Current)	4	9.11	9.11
(ii) Others Financial Assets	5	180.98	146.99
(g) Deferred Tax Assets(Net)	6	225.85	249.31
(i) Other Non- Current Assets	7	784.22	813.02
<b>(2) CURRENT ASSETS</b>			
(a) Inventories	8	6,261.06	5,225.93
(b) Financial Assets			
(i) Investments		—	—
(ii) Trade receivables	9		
a) Trade Receivables considered good - Secured;		975.08	1,009.08
b) Trade Receivables considered good - Unsecured;		10,146.78	6,380.81
c) Trade Receivables which have significant increase in Credit Risk;		—	—
d) Trade Receivables - credit impaired;		—	—
(iii) Cash and Cash equivalents	10	934.76	772.15
(iv) Short-term loans	11		
a) Loans Receivables considered good - Secured;		—	—
b) Loans Receivables considered good - Unsecured;		320.99	22.50
c) Loans Receivables which have significant increase in Credit Risk;		—	—
d) Loans Receivables - credit impaired;		—	—
(e) Other current assets	12	1,682.59	2,511.84
<b>Total Assets</b>		<b>31,956.70</b>	<b>24,643.73</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	13	3,334.88	3,334.88
(b) Other Equity	14	6,899.74	4,750.66
<b>LIABILITIES</b>			
<b>(1) NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowing	15	2,618.97	1,902.44
(ii) Trade Payables			
(A) Total Outstanding dues of micro enterprises and Small enterprises; and		—	—
(B) Total Outstanding dues of creditor other than micro enterprises and Small enterprises		—	—
(iii) Other Financial Liabilities (Other than those specified in item (b)),	16	5.72	4.71
(b) Provisions	17	222.58	329.02
<b>(2) CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	18	8,990.39	6,317.62
(ii) Trade Payables			
(A) Total Outstanding dues of micro enterprises and Small enterprises; and	19	0.33	—
(B) Total Outstanding dues of creditor other than micro enterprises and Small enterprises		7,864.57	6,309.52
(iii) Other financial Liabilities (Other than those specified in item (b))		—	—
(b) Other current liabilities	20	1,880.47	1,509.60
(c) Short-term provisions	21	73.68	66.66
(d) Current Tax Liabilities ( Net )	22	65.37	118.62
<b>Total Equity and Liabilities</b>		<b>31,956.70</b>	<b>24,643.73</b>
<b>Summary of significant accounting policies</b>	<b>2</b>		

As per our report of even date attached

**For Sanjay M. Kangutkar And Associates**

Chartered Accountants

Firm Registration No 117959W

Sd/-

**Sanjay M. Kangutkar**

Proprietor

Membership No. : 100830

Place : Dombivli

Date : 25th May, 2019

For and on behalf of the Board

**Indo Amines Limited**

Sd/-

**Vijay B Palkar**

Managing Director & CEO

DIN 00136027

Sd/-

**Mukesh Agrawal**

Chief Financial Officer

Sd/-

**Rahul Palkar**

Joint Managing Director

DIN 00325590

Sd/-

**Tripti Sharma**

Company Secretary

Mem No. A39926

## Consolidated Statement of Profit and Loss for the Period ended 31st March, 2019

(₹ In Lakhs)			
Particulars	Note No	Period Ending 31st March 2019 Amount	Period Ending 31st March 2018 Amount
<b>I. Revenue from operations</b>	23	48,932.83	35,886.09
<b>II. Other Income</b>	24	699.73	427.00
<b>III. Total Revenue (I + II)</b>		<b>49,632.56</b>	<b>36,313.09</b>
<b>IV. Expenses:</b>			
i) Cost of materials consumed ( Incl.Packing Material)	25	34,094.27	23,676.15
ii) Purchases of Stock in trade		342.71	559.95
iii) Changes in inventories of Finished goods, Stock in Trade and Work in Progress	26	(715.28)	(522.45)
iv) Excise Duty on FG		—	355.32
v) Employee Benefits Expenses	27	2,350.74	1,729.80
vi) Finance costs	28	916.19	789.55
vii) Depreciation and amortization expense	29	1,390.13	1,227.31
viii) Other expenses	30	7,466.52	5,997.07
<b>IV. Total Expenses</b>		<b>45,845.28</b>	<b>33,812.70</b>
<b>V. Profit/(Loss) before Exceptional items and Tax (III - IV)</b>		<b>3,787.28</b>	<b>2,500.40</b>
<b>VI. Exceptional Items</b>		—	—
<b>VII. Profit/(Loss) before Tax (V - VI)</b>		<b>3,787.28</b>	<b>2,500.40</b>
<b>VIII. Tax expense:</b>			
Current Tax		1,284.01	775.50
Deferred Tax		24.12	126.25
<b>IX. Profit / (Loss) for the period (VII-VIII)</b>		<b>2,479.15</b>	<b>1,598.65</b>
<b>X. Other Comprehensive Income</b>			
A (i) Items that will not be reclassified to Profit or Loss		(11.14)	(39.63)
(ii) Income tax relating to items that will not be reclassified to profit or Loss		—	—
B (i) Items that will be reclassified to Profit or Loss		—	—
(ii) Income tax relating to items that will be reclassified to profit or Loss		—	—
<b>XI. Total Comprehensive Income for the period ( IX + X ) ( Comprising Profit / (Loss) and other Comprehensive Income for the Period</b>		<b>2,468.01</b>	<b>1,559.02</b>
<b>XII. Earning Per Share for discontinued &amp; continuing operations</b>			
Basic		7.40	4.67
Diluted		7.40	4.67

As per our report of even date attached  
**For Sanjay M. Kangutkar And Associates**  
Chartered Accountants  
Firm Registration No 117959W  
Sd/-  
**Sanjay M. Kangutkar**  
Proprietor  
Membership No. : 100830

Place : Dombivli  
Date : 25th May, 2019

For and on behalf of the Board  
**Indo Amines Limited**

Sd/-  
**Vijay B Palkar**  
Managing Director & CEO  
DIN 00136027

Sd/-  
**Mukesh Agrawal**  
Chief Financial Officer

Sd/-  
**Rahul Palkar**  
Joint Managing Director  
DIN 00325590

Sd/-  
**Tripti Sharma**  
Company Secretary  
Mem No. A39926

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## Statement of Changes in Equity for the period ended 31st March 2019

<b>A. EQUITY SHARE CAPITAL</b>						
	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the End of the reporting period	Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the End of the reporting period
	As at 31.03.2019			As at 31.03.2018		
No of Shares	3,33,48,780		3,33,48,780	3,29,16,780	4,32,000	3,33,48,780
Amount (in ₹)	33,34,87,800		33,34,87,800	32,91,67,800	43,20,000	33,34,87,800

<b>B. OTHER EQUITY</b>							
(₹ In Lakhs)							
	Reserves & surplus				Revaluation Reserve	Exchange difference on translating the financial statement of a foreign Operation	Total
	Capital Reserve	Security premium	General Reserve	Retain Earning			
<b>Balance As at 31st March 2018</b>							
Balance at the Beginning of the reporting period	82.96	518.82	11.23	4,006.58	139.38	(8.31)	4,750.66
Additional during the year	–	–	–	2,468.01		53.50	2,521.51
Profit for the year							–
IND As Effect	–	–	–	(0.06)	–	–	(0.06)
Restated balance at the beginning of the reporting period	–	–	–	–	–	–	–
Short / Excess Provision of Tax	–	–	–	29.67	–	–	29.67
Dividend	–	–	–	(333.49)	–	–	(333.49)
Dividend Distribution Tax	–	–	–	(68.55)	–	–	(68.55)
<b>Balance As at 31st March'2019</b>	<b>82.96</b>	<b>518.82</b>	<b>11.23</b>	<b>6,102.16</b>	<b>139.38</b>	<b>45.19</b>	<b>6,899.74</b>

**As per our report of even date attached**

**For Sanjay M. Kangutkar And Associates**

Chartered Accountants

Firm Registration No 117959W

Sd/-

**Sanjay M. Kangutkar**

Proprietor

Membership No. : 100830

Place : Dombivli

Date : 25th May, 2019

For and on behalf of the Board

**Indo Amines Limited**

Sd/-

**Vijay B Palkar**

Managing Director & CEO

DIN 00136027

Sd/-

**Mukesh Agrawal**

Chief Financial Officer

Sd/-

**Rahul Palkar**

Joint Managing Director

DIN 00325590

Sd/-

**Tripti Sharma**

Company Secretary

Mem No. A39926

## Consolidated Cash Flow Statement for the year ended 31st March, 2019

Particulars	March 31, 2019		March 31, 2018	
	Amt ₹ Lakh	Amt ₹ Lakh	Amt ₹ Lakh	Amt ₹ Lakh
<b>Cash flow from operating activities</b>				
Profit before tax		3,787.28		2,500.40
Depreciation & amortisation	1,390.13		1,227.31	
Interest & finance charges	916.19		789.55	
Interest income	43.73		(26.24)	
Dividend income	1.02		(1.09)	
Unrealised foreign exchange gain	96.82		(39.62)	
(Profit) / Loss on sale of asset	4.08		0.52	
Sundry balances written back	(34.91)		(0.26)	
Excess Provision of Excise Duty reversed	(151.02)			
Provision For Doubtful Debts	98.28			
Other Comprehensive Income	(11.14)	2,353.18	(39.63)	1,910.56
Operating profit before working capital changes		6,140.46		4,410.96
(Increase) / Decrease in inventories	(1,035.12)		(1,924.99)	
(Increase)/Decrease in receivables	(3,969.47)		(1,043.29)	
(Increase) / Decrease in short term loans & advances	(298.50)		4.16	
(Increase) / Decrease in other current assets	829.25		(166.31)	
Increase / (Decrease) in trade payables	1,632.68		2,147.96	
Increase / (Decrease) in other current liabilities	126.07		83.65	
Increase / (Decrease) in stat prov of gratuity & bonus	7.02		(16.51)	
(Increase) / Decrease in long term loans & advances	–		(262.84)	
(Increase) / Decrease in other non current assets	121.97		(1,138.84)	
(Increase) / Decrease in other financial assets	(33.99)		(8.00)	
Increase / (Decrease) in other long term liabilities	1.01		0.77	
Increase/(Decrease) in long term provision	44.58		11.60	
Increase / (Decrease) due to Foreign Exchange Reserve	53.45		(167.61)	
		(2,521.05)		(2,480.25)
<b>Net cash flow from operations (A)</b>		<b>3,619.41</b>		<b>1,930.71</b>
Taxes paid for current financial year		(1,302.23)		(781.01)
		<b>2,317.18</b>		<b>1,149.70</b>
Previous year taxes paid		(99.19)		(373.56)
<b>Net cash flow from operations (A)</b>		<b>2,217.99</b>		<b>776.14</b>
<b>Cash flow from investing activities</b>				
Purchase of fixed assets including capital CWIP	(4,348.73)		(2,146.29)	
Sale of fixed assets	22.23		5.05	
Interest income	(43.73)		26.24	
Dividend income	(1.02)		1.09	
Increase in Non Current investment	–		(0.25)	
<b>Net cash used in investing activity (B)</b>		<b>(4,371.25)</b>		<b>(2,114.16)</b>

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## Consolidated Cash Flow Statement for the year ended 31st March, 2019 *(Contd..)*

Particulars	March 31, 2019		March 31, 2018	
	Amt ₹ Lakh	Amt ₹ Lakh	Amt ₹ Lakh	Amt ₹ Lakh
<b>Cash flow from financing activities</b>				
Securities premium received				
Proceeds from issue of share capital	–			
Interest & finance charges	(916.19)		(789.55)	
Fresh Short Term Borrowing	–			
Increase in short term borrowing net	2,672.77		2,022.88	
Increase in long term borrowing net	961.33		790.52	
Dividend 2018-19	(333.49)		(329.17)	
Dividend distribution tax	(68.55)		(67.02)	
<b>Cash flow from financing activities (C)</b>		<b>2,315.87</b>		<b>1,627.66</b>
<b>Cash generated from operation</b>		<b>162.61</b>		<b>289.64</b>
Cash & cash equivalent at the beginning of the year		772.15		482.51
Cash & cash equivalent at the end of the year		934.76		772.15
<b>Increase in cash &amp; cash equivalents</b>		<b>162.61</b>		<b>289.64</b>

**For Sanjay M. Kangutkar And Associates**

Chartered Accountants  
Firm Registration No 117959W

Sd/-

**Sanjay M. Kangutkar**

Proprietor  
Membership No. : 100830

Place : Dombivli

Date : 25th May, 2019

For and on behalf of the Board

**Indo Amines Limited**

Sd/-

**Vijay B Palkar**

Managing Director & CEO  
DIN 00136027

Sd/-

**Mukesh Agrawal**

Chief Financial Officer

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**Rahul Palkar**

Joint Managing Director  
DIN 00325590

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**Tripti Sharma**

Company Secretary  
Mem No. A39926

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## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019

### CORPORATE INFORMATION

Indo Amines Limited (the Company) is public limited Company domiciled and incorporated in India under the Indian Companies Act, 1956. The registered office of the Company is located at, W-44, Phase II, MIDC, Dombivali (E), Dist. Thane - 421204.

The Company is engaged in the Business of manufacturing, selling and distribution of Specialty Chemical with diversified end-user into Agrochemicals, Pharmaceuticals, High performance Polymers, Paints, Pigments, Printing Inks, Rubber Chemicals etc.

The company is a Public Limited Company domiciled in India and is incorporated under the provisions of Companies Act and its shares are listed on recognized stock exchanges of India.

The Consolidated financial statements for the year ended 31st March 2019 are authorized and approved for the issue by the Board of Directors.

### NOTE 1 - CONSOLIDATED FINANCIAL STATEMENT

#### A. Basis of Accounting:

The Consolidated Financial Statements ('CFS') comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the 2013 Act') read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

#### B. Principles of Consolidation

The CFS relate to "Indo Amines Ltd ("the Company"), its Subsidiaries Indo Amines (Malaysia) SDN BHD, Indo Amines (America) LLC, Key Organics Pvt Ltd, ("the Group"). The Financial statements of the subsidiary companies used in consolidation are drawn/ prepared for consolidation upto the same reporting date as the Company.

- i) The Financial statements of subsidiary companies have been combined on line to line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra group balances and intra group transactions and the unrealized profits/loss as per IND AS-27.
- ii) In case of a foreign subsidiary, being non-integral foreign companies, revenue items which are not material, and all assets and liabilities are converted at the rate of prevailing at the end of the year. To the extent items of income and expenses which are material are translated at Average exchange rate during the year.
- iii) The difference between the cost of investment in subsidiaries over the net assets at the time of acquisition of shares in the subsidiary is recognized in the CFS using goodwill or Capital Reserve, as the case may be.

The CFS are prepared using uniform accounting policies for like transaction's and over events in similar circumstances and are presented in the same manner as the Company's Consolidate financial statements.

#### Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to nearest lakhs ( INR 00,000) except otherwise stated.

#### C. Companies Included in Consolidation:

Name of Company	Subsidiary/Associate	Country of Incorporation	% of holding
Indo Amines ( Malaysia) SDN BHD	Subsidiary	Malaysia	100.00
Indo Amines America LLC	Subsidiary	USA	100.00
Key Organics Pvt Ltd	Subsidiary	India	100.00

### NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of Accounting:

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ("Indian GAAP") and comply with the Accounting standards in the Companies (Accounting Standards) Rules , 2006 which continue to apply under Section 133 of the Companies Act ,2013(" the Act") read with rule 7 of the Companies(Accounts) Rules,2014.

#### 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 these are materialized.

#### C. Current/Non Current Classification:

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

The assets and liabilities in the balance sheet are presented based on current / non- current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle or
- Held primarily for the purpose of trading or
- Expected to be realised within twelve months after reporting period, or
- Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

An liability is current when it is:

- Expected to be settled in normal operating cycle or
- Held primarily for the purpose of trading or
- Due to be settled within twelve months after reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are treated as non -current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in schedule III to the Companies Act., 2013. Based on the nature of products and time between acquisition of asset for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

### **D. 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 FIFO basis.

Semi Finished Goods :- At Raw Material Cost, Labour plus estimated overheads.

Finished Goods : -At Raw Material Cost, Labour plus estimated overheads.

Traded Finished Goods :- At lower of Cost or net realizable value.

### **E. Depreciation:**

Depreciation on Fixed Assets is provided on Written Down Value method considering the useful life of assets as specified in Scheduled II to the Companies Act ,2013.

### **F. Property, plant and equipment: ( Ind AS 16)**

Items of Property, plant and equipment are carried at historical cost of acquisition inclusive of any other cost attributable to bringing the same to their working condition less accumulated depreciation and amortization.

Freehold land is carried at cost of acquisition.

### **G. Revenue recognition**

Revenue is measured as the fair value of consideration received or receivable and excluding GST, rebates and various discounts.

#### **Sale of goods**

When the property and all significant risks and rewards of ownership are transferred to the buyer and no significant uncertainty exists regarding the amount of consideration that is derived from the sale of goods.

#### **Other Income**

Interest income is considered as income on a time proportion basis taking into account the outstanding principal and the relative rate of interest.

Dividend income is considered as income from investments in shares on establishment of the Company's right to receive.

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 (Contd..)

### H. Foreign exchange transactions

- I. The functional currency and presentation currency of the company is Indian Rupees.
- II. Transactions in currencies other than the company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange Differences that arise in settlement of monetary items or on reporting of monetary item at each Balance Sheet date at the closing spot rate are recognized in profit or loss in the period in which they arise.

### I. Employee benefits - Ind As 19

- 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.
- 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 on Actuarial Valuation & it is fully provided for.
  - (i) Actuarial Gain / (Loss) : The remeasurement gain /(loss) on net defined plans is recognised in Other Comprehensive Income net of tax.
  - (ii) Net interest cost on defined benefit plans- The Company has recognised the net interest cost on defined benefits plans as finance cost.

### J. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are added to the cost of those assets until such time as the assets are substantially ready for their intended use.

All other borrowing costs are recognized in Statement of Profit & Loss in the period in which they are incurred.

After initial recognition, interest-bearing loans and borrowings are subsequently measured amortized cost using EIR method. Gains and Losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

### K. Earning Per Share

Basic and diluted earning per share are computed in accordance with Ind AS 33.

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is calculated as follows:-

The net profit attributable to equity shareholders and the weighted average of number of shares outstanding are adjusted for the effect of all dilutive potential equity shares from the exercise of options on unissued share capital. The number of equity shares is the aggregate of the weighted average number of equity shares and the weighted average number of equity shares which would be issued on the conversion of all the dilutive potential equity shares into equity shares.

### L. Provisions, Contingent Liabilities and Contingent Asset:-

#### Provisions

A provision is recognized, when the company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reasonable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

#### Contingent Liabilities

A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by occurrence or non- occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that can not be recognized because it can not be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of resources is remote

Contingent Assets: A Contingent Asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the entity.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

### M. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating separate of the Company."

### N. Goodwill

Goodwill is tested for impairment at the end of each reporting period and whenever there is an indication that the recoverable amount of cash generating unit (CGU) is less than its carrying amount based on a number of factors including operating results, business plans, future cash flows and economic conditions, provision for such shortfall is made. The recoverable amount of CGU is determined based on higher of value-in-use and fair value less cost to sell.

It was concluded that fair value less cost of disposal and value in use were both significantly higher than the carrying value of business of CGU and any reasonably possible change would not cause the CGU's carrying value to exceed its recoverable amount. Considering this, the Company has not recognized any charge for impairment of Goodwill.

### O. Income Taxes

Income tax expense comprises of current tax expenses and deferred tax expenses. Current and deferred taxes are recognized in Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income or Directly in equity, in which case, the current and deferred tax are also recognized in Other Comprehensive Income or directly in equity respectively.

#### Current Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income tax Act, 1961.

#### Deferred Tax

Deferred tax is recognized using the Balance sheet approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred Tax adjustments are recognised in co-relation to the underlying transaction either in retained earnings or through Other Comprehensive Income.

#### P.Expected Credit Loss (ECL)

The Company has a Policy of calculating the provisions using its own historical trends and the nature of its receivables & do impairment testing every year for those receivable which are due for more than 3 years. Considering the historical trends and market information, the Company estimates that the provision amount computed on its trade receivables is not materially different from the amount to be computed using Expected Credit Loss (ECL) method prescribed under Ind As 109.

### Q. Financial Assets :-

The Company recognize a financial assets in its Balance sheet when it becomes the party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction cost that are attributable to the acquisition of the financial assets.

Where the fair value of financial assets at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of profit and loss at initial recognition. Such financial assets are subsequently measured at amortized cost using the effective interest method.

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## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 (Contd..)

NOTE NO 3 - PROPERTY PLANT AND EQUIPMENT											
F. Y. 2018-19											₹ in Lakhs
PARTICULARS		GROSS BLOCK				DEPRECIATION				NET BLOCK	
TANGIBLE ASSETS	Useful Life	Op Balance as on 01.04.2018	Addition during the year	Deletion	Balance as on 31.03.2019	Op. Balance as on 01.04.2018	Depreciation during the year	Reduction during the year	Dep. Balance as on 31.03.2019	WDV 31.03.2019	WDV 31.03.2018
Freehold Land	0	50.94	–	–	50.94	–	–	–	–	50.94	50.94
Leasehold Land	99	1,310.49	111.31	–	1,421.80	30.15	15.51	–	45.66	1,376.14	1,280.32
Building	30	1,850.95	1,123.82	–	2,970.40	901.79	200.25	–	1,102.05	1,868.35	949.16
Plant & Machinery	15	9,893.45	2,450.56	9.92	12,334.11	6,544.88	982.65	5.52	7,522.13	4,811.95	3,348.57
Electrical equipments	10	290.75	19.41	–	310.16	237.12	20.97	–	258.10	52.06	53.63
Motor Vehicles	8	324.54	54.81	61.78	317.57	250.45	43.11	48.03	245.53	72.04	74.09
Office Equipments	5	129.01	34.18	–	163.19	116.88	11.62	–	128.49	34.70	12.12
Furniture & Fixtures	10	171.62	27.67	–	199.29	129.75	18.18	–	147.92	51.37	41.88
Cylinder	5	25.47	–	–	25.47	25.46	–	–	25.46	0.01	0.01
Computer	3	136.97	13.63	–	150.60	131.08	8.31	–	139.38	11.23	5.90
<b>TOTAL-A</b>		<b>14,184.19</b>	<b>3,835.39</b>	<b>71.70</b>	<b>17,943.52</b>	<b>8,367.56</b>	<b>1,300.60</b>	<b>53.55</b>	<b>9,614.72</b>	<b>8,328.79</b>	<b>5,816.62</b>
<b>INTANGIBLE ASSETS</b>											
Goodwill on acquisition	0	585.71	–	–	585.71	–	–	–	–	585.71	585.71
Goodwill on consolidation		413.40	–	–	413.40	–	–	–	–	413.40	413.40
<b>TOTAL-B</b>		<b>999.11</b>	<b>–</b>	<b>–</b>	<b>999.11</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>999.11</b>	<b>999.11</b>
<b>OTHER INTANGIBLE ASSETS</b>											
COMP SOFTWARE	3	66.70	12.28	–	78.98	57.34	8.75	–	66.09	12.89	9.36
Licenses	5	159.27	219.75	–	379.02	11.78	80.78	–	92.56	286.46	147.49
<b>TOTAL-C</b>		<b>225.97</b>	<b>232.03</b>	<b>–</b>	<b>458.00</b>	<b>69.12</b>	<b>89.53</b>	<b>–</b>	<b>158.65</b>	<b>299.36</b>	<b>156.86</b>
<b>GRAND TOTAL</b>		<b>15,409.27</b>	<b>4,067.42</b>	<b>71.70</b>	<b>19,400.63</b>	<b>8,436.68</b>	<b>1,390.13</b>	<b>53.55</b>	<b>9,773.37</b>	<b>9,627.26</b>	<b>6,972.59</b>
Previous Year		13,582.14	1,855.05	27.92	15,409.27	7,232.24	1,227.31	22.87	8,436.68	6,972.59	6,342.50

**Note:** The Company has provided depreciation as per Schedules II of the Companies Act, 2013 which provide for useful life of assets as basis of depreciation.

NOTE 4 - NON-CURRENT INVESTMENTS			₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>A) Trade Investments - (Unquoted Equity Share of Associate Company)</b>			
Investments in Equity instruments ( Associates )	0.04	0.04	
(Indo Amines (Europe) Ltd (25A type and 25 B type Equity Shares of face value 1 GBP each)			
<b>B) Other Investments (Un Quoted Co-operative banks)</b>			
(a) Investments in Equity instruments of others DNSB	9.04	9.04	
(18085 shares of Dombivli Nagari Sahakari Bank Ltd, FV ₹ 50/- each)			
b) Investment in Equity instrument of others SV Bank	0.03	0.03	
(250 shares of Shamrao vitthal coop bank ltd, FV ₹ 10/- each)			
<b>Total</b>	<b>9.11</b>	<b>9.11</b>	

NOTE 5 - OTHER FINANCIAL ASSETS			₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>Unsecured Considered Good</b>			
Margin Money /FD with Bank - Maturity More than 12 Mths	28.10	28.01	
Security Deposits	152.88	118.98	
<b>Total</b>	<b>180.98</b>	<b>146.99</b>	

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

NOTE 6 - DEFERRED TAX ASSET		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>Deferred Tax</b>		
Difference in WDV as per books and as per Income Tax Act, 1961	102.07	149.40
Disallowances u/s 43B of the Income Tax Act, 1961.	110.68	82.61
Others	13.10	17.30
<b>Total</b>	<b>225.85</b>	<b>249.31</b>

NOTE 7 - OTHER NON-CURRENT ASSETS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>Unsecured Considered Good</b>		
Capital Advances	147.93	175.02
Advance Tax	363.67	270.50
VAT Credit Receivable	263.49	324.15
Cenvat Credit Receivable	9.13	43.35
<b>Total</b>	<b>784.22</b>	<b>813.02</b>

NOTE 8 - INVENTORIES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Raw Materials	2,769.36	2,563.87
Work-in-progress	1,510.74	1,376.13
Finished goods	1,747.39	1,166.71
Packing materials	147.68	119.22
Eng spares & consumable	85.89	-
<b>Total</b>	<b>6,261.06</b>	<b>5,225.93</b>

NOTE 9 - TRADE RECEIVABLES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Trade Receivables - considered Good - Secured	975.08	1,009.08
Trade Receivables - considered Good - Unsecured	9,889.18	6,172.66
Debt from companies in which Directors of the Company are Directors	257.60	208.15
Trade Receivables - Doubtful	119.52	23.42
Less: Allowance for Bad & Doubtful Debts	(119.52)	(23.42)
<b>Total</b>	<b>11,121.86</b>	<b>7,389.89</b>

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 (Contd..)

NOTE 10 - CASH AND CASH EQUIVALENTS		₹ in Lakh	
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>I. Cash and Cash Equivalents</b>			
Cash on hand	4.91	14.07	
<b>a) Balances with Banks</b>			
Balances with Banks - Current Accounts	372.10	195.75	
Balances with Banks - EEFC Accounts	282.95	315.38	
Balances with Banks - Cash Credit Account	—	—	
<b>b) Earmarked Accounts with Banks</b>			
Unpaid Dividend Bank A/c	87.96	67.85	
Warrant Accounts			
<b>c) Margin Money /Fixed Deposit Held by Banks</b>			
Maturity upto 12 Mths	186.84	179.10	
<b>Total</b>	<b>934.76</b>	<b>772.15</b>	

NOTE 11 - SHORT TERM LOANS		₹ in Lakh	
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>Loan Receivable Consider Good - Secured</b>			
Loan Receivable Considered goods - Unsecured	280.17	—	
Advance to Employees	34.70	19.90	
Vendor Deposits	6.12	2.60	
<b>Total</b>	<b>320.99</b>	<b>22.50</b>	

NOTE 12 - OTHER CURRENT ASSETS		₹ in Lakh	
Particulars	As at 31st March 2019	As at 31st March 2018	
Duty Drawback Refund Receivable	27.72	17.28	
Advances recoverable in cash or in kind	11.87	168.58	
Interest Receivable	4.59	7.02	
Insurance claim receivable	7.80	6.50	
Lic Claim Receivable ( Gratuity)	5.52	—	
Prepaid Expenses	78.60	61.10	
Govt Grants Receivable	58.05	54.00	
Capital Advance Current	2.13	—	
Supplier Advance	151.83	249.95	
Custom duty paid in advance	4.57	—	
GST Receivable	869.25	1,623.19	
Advance Tax	0.03	—	
MEIS Receivable	343.98	152.22	
VAT Credit Receivable	116.65	172.00	
<b>Total</b>	<b>1,682.59</b>	<b>2,511.84</b>	

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## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

NOTE 13 - EQUITY SHARE CAPITAL			₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018	
<b>Authorised:</b>			
5,00,00,000 Equity Shares of ₹ 10/- Each (Prev year 5,00,00,000 Equity Shares of ₹ 10/- each)	5,000.00	5,000.00	
<b>Total</b>	<b>5,000.00</b>	<b>5,000.00</b>	
<b>Issued, Subscribed &amp; Fully Paid Up:</b>			
3,33,48,780 Equity Shares of ₹ 10/- Each	3,334.88	3,334.88	
<b>Total</b>	<b>3,334.88</b>	<b>3,334.88</b>	

NOTE 13-A - RECONCILIATION OF NUMBER OF SHARES				
Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
	Equity Shares	Equity Shares	Equity Shares	Equity Shares
	Number	Number	Number	Amount
Shares outstanding at the beginning of the year	3,33,48,780	3,33,48,780	33,34,87,800	33,34,87,800
Add: Shares issue in scheme of Amalgamation	–	–	–	–
<b>Shares outstanding at the end of the year</b>	<b>3,33,48,780</b>	<b>3,33,48,780</b>	<b>33,34,87,800</b>	<b>33,34,87,800</b>

NOTE 13-B - SHAREHOLDERS HOLDING MORE THAN 5% SHARE CAPITAL				
Name of Shareholder	As at 31st March 2019	As at 31st March 2018	As at 1st April 2019	As at 31st March 2018
	No. of Shares held	No. of Shares held	Percentage	Percentage
TECHNO SECURITES PVT LTD	41,81,960	41,81,960	12.54%	12.54%
PALKAR FINANCE & CONSULTANCY SERVICES PVT LTD	41,66,960	41,66,960	12.50%	12.50%
TECHNO HOLDING PVT LTD	39,01,980	39,01,980	11.70%	11.70%
UNIGROUP RESOURCES PVT LTD	30,58,960	30,58,960	9.17%	9.17%
VIJAY B PALKAR	32,87,084	33,01,284	9.86%	9.90%
BHARATI V PALKAR	21,37,424	21,37,424	6.41%	6.41%
PALKAR COMMERCIALS PRIVATE LIMITED	20,35,000	20,35,000	6.10%	6.10%

NOTE:13-C-NO OF BONUS SHARES ISSUED IN LAST FIVE YEARS					
	2018-19	2017-18	2016-17	2015-16	2014-15
Equity shares allotted fully paid-up by way of bonus shares	NIL	NIL	NIL	NIL	NIL

NOTE:13-D-NO OF SHARE WARRANTS ISSUED IN LAST FIVE YEARS					
	2018-19	2017-18	2016-17	2015-16	2014-15
Equity shares issued by Preferential Convertible Warrants	NIL	NIL	NIL	NIL	NIL

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 (Contd..)

**NOTE : 13 - E - TERMS/RIGHTS/RESTRICTIONS**

The company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share.

The company declares and pays dividend in Indian rupees. The dividend proposed by Board of directors, if any is subject to the approval of shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**NOTE 14 - OTHER EQUITY**

₹ in Lakh

Particulars	As at 31st March 2019	As at 31st March 2018
<b>a. Capital Reserve</b>		
Opening Balance(CR)	82.96	82.96
Closing Balance	<b>82.96</b>	<b>82.96</b>
<b>b. Securities Premium Account</b>		
Opening Balance	518.82	518.82
Closing Balance	<b>518.82</b>	<b>518.82</b>
<b>c. General Reserve</b>		
Opening Balance (GR)	11.23	11.23
Less:- Effect of Business Combination (Ind As)		
Closing Balance	<b>11.23</b>	<b>11.23</b>
<b>d. Foreign Exchange Reserve</b>	<b>45.19</b>	<b>(8.31)</b>
<b>e. Revaluation Reserve</b>		
Opening Balance (Revaluation)	139.38	—
Add:- Addition during the year	—	139.38
Closing Balance	<b>139.38</b>	<b>139.38</b>
<b>f. Surplus, i.e. Balance in statement of Profit &amp; Loss.</b>		
Opening Balance	4,006.58	2,976.38
Add:- Profit for the year	2,468.01	1,559.00
Less:- IND AS effect	(0.06)	7.39
Less:- Excess / (Short) Provision for Tax	29.67	(140.00)
Less: Dividend	(333.49)	(329.17)
Less: Dividend Distribution Tax	(68.55)	(67.02)
Closing Balance	<b>6,102.16</b>	<b>4,006.58</b>
<b>Total</b>	<b>6,899.74</b>	<b>4,750.66</b>

**NOTE 15 - NON CURRENT BORROWINGS**

₹ in Lakh

Particulars	As at 31st March 2019	As at 31st March 2018
<b>I. Secured</b>		
<b>Term loans - From Banks</b>	3,696.77	2,735.44
Less: Current maturities of long-term debt	1,077.80	833.00
Period and Amount of Default: - Nil		
<b>Total</b>	<b>2,618.97</b>	<b>1,902.44</b>

**NOTE 15.1 - LONG TERM BORROWINGS - NATURE OF SECURITY & TERMS OF REPAYMENT**

Loans from banks on Term loan carry an interest ranging from 9% p.a. to 11.85% pa. and are secured by way of hypothecation of Plant & Machinery and Register Equitable Mortgage on some of the company's immovable property and personal guarantees of promoter Directors.

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

NOTE 16 - OTHER NON CURRENT FINANCIAL LIABILITIES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Trade/Security Deposits received	5.72	4.71
<b>Total</b>	<b>5.72</b>	<b>4.71</b>

NOTE 17:- NON CURRENT PROVISIONS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
(a) <b>Provision for employee benefits</b>		
Gratuity Provision	222.58	178.00
Bonus Provision		
(b) <b>Others</b>		
Excise Duty Provision	–	151.02
<b>TOTAL</b>	<b>222.58</b>	<b>329.02</b>

NOTE 18 - CURRENT BORROWINGS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>I. Secured</b>		
Loans repayable on demand - From banks	6,956.89	4,789.49
<b>II. Unsecured Loan</b>		
Loans repayable on demand - From banks	2,000.00	1,500.00
Loans repayable on demand - Other Parties	33.50	28.13
<b>Total (I)</b>	<b>8,990.39</b>	<b>6,317.62</b>
Loans from banks on Cash Credit carry an interest ranging from 9.35% p.a. to 9.80% pa. and are secured by way of hypothecation of stocks of raw materials, finished products, stores and work in process, book debts and Register Equitable Mortgage on some of the company's immovable property and personal guarantees of promoter Directors.		

NOTE 19 - CURRENT TRADE PAYABLES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
<b>Trade Payables</b>		
(A) Total Outstanding dues of micro enterprises and Small enterprises; and	0.33	–
(B) Total Outstanding dues of creditor other than micro enterprises and Small enterprises	7,864.57	6,309.52
<b>Total</b>	<b>7,864.90</b>	<b>6,309.52</b>

NOTE 20 - OTHER CURRENT LIABILITIES		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Current maturities of long-term debt	1,077.81	833.00
Unpaid dividends	87.96	67.85
Statutory Remittances	52.74	63.59
Provision for Expenses	493.12	419.09
Retention Money	25.14	15.63
Advances from Customers	126.56	110.44
Gratuity Payable To Employee	17.14	–
<b>TOTAL</b>	<b>1,880.47</b>	<b>1,509.60</b>

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 (Contd..)

NOTE 21 - SHORT TERM PROVISIONS		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
(a) Provision for employee benefits		
Bonus Payable	72.95	66.05
Gratuity Provision	–	0.61
(b) Others		
Dividend Distribution Tax Payable	0.73	–
<b>Total</b>	<b>73.68</b>	<b>66.66</b>

NOTE 22 - CURRENT TAX ( NET )		₹ in Lakh
Particulars	As at 31st March 2019	As at 31st March 2018
Provision for Tax	65.37	118.62
<b>Total</b>	<b>65.37</b>	<b>118.62</b>

NOTE 23 - REVENUE FROM OPERATIONS		₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018
Sale of Products (including Excise Duty)	53,195.02	39,244.03
Other Operating Revenues	793.21	642.82
<b>Gross Sales</b>	<b>53,988.23</b>	<b>39,886.85</b>
Less: Inter Division Sales	7,748.36	4,566.87
<b>Sales Product Total (I)</b>	<b>46,239.87</b>	<b>35,319.98</b>
Trading Sales	2,692.96	566.12
Less: Inter Division Sales	–	–
<b>Trading Sales Total (II)</b>	<b>2,692.96</b>	<b>566.12</b>
<b>Total Revenue From Operation (I) + (II)</b>	<b>48,932.83</b>	<b>35,886.10</b>

NOTE 23 - A - OTHER OPERATING REVENUES		₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018
Export Benefits - MEIS	481.08	382.47
Export Benefits - Duty Drawback	183.62	148.20
Processing Income	128.51	112.15
<b>Total</b>	<b>793.21</b>	<b>642.82</b>

NOTE 24 - OTHER INCOME		₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018
Profit on Sales of Assets	4.08	–
Other Non Operating Income	189.82	82.42
Exchange Gain/Loss(Net)	387.10	289.57
Interest Received	43.73	26.24
Govt Grants	35.41	27.00
Insurance Claim Received	3.66	0.68
Dividend Received	1.02	1.09
Sundry Balances Written Back	34.91	–
<b>Total</b>	<b>699.73</b>	<b>427.00</b>

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## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

<b>NOTE 25 - COST OF RAW MATERIALS CONSUMED</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Opening Stock	2,563.87	963.99	
Add : Purchases	39,556.11	27,982.42	
	42,119.98	28,946.41	
Less : Closing Stock RM	2,769.36	2,563.87	
<b>Total Raw Material Consumption</b>	<b>39,350.62</b>	<b>26,382.54</b>	
Add: Freight Inward/ import Cost of RM /PM	1,125.70	906.30	
Add : Consumption of Packing Material & Fuel	1,366.31	954.18	
Less: Inter co purchases	7,748.36	4,566.87	
<b>Total RM/PM/Fuel Consumption</b>	<b>34,094.27</b>	<b>23,676.15</b>	

<b>NOTE 26 - CHANGES IN INVENTORIES</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
<b>I) Finished goods</b>			
Opening Stock	1,166.72	784.66	
Less :Closing Stock FG	1,747.38	1,166.72	
<b>Total A</b>	<b>(580.66)</b>	<b>(382.06)</b>	
<b>II) Work in Progress</b>			
Opening Stock	1,376.13	1,235.74	
Less: Closing Stock WIP	1,510.74	1,376.13	
<b>Total B</b>	<b>(134.61)</b>	<b>(140.39)</b>	
<b>Grand Total (A+B)</b>	<b>(715.28)</b>	<b>(522.45)</b>	

<b>NOTE 27 - EMPLOYEES BENEFIT EXPENSES</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Salaries & Wages	1,680.28	1,290.47	
Directors Remuneration	419.80	240.54	
Contribution to Provident & other Funds	83.69	77.27	
Staff Welfare Expenses	166.97	121.52	
<b>Total</b>	<b>2,350.74</b>	<b>1,729.80</b>	

<b>NOTE 28 - FINANCE COSTS</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Interest expense	810.48	602.18	
Bank Charges	105.71	187.37	
<b>Total</b>	<b>916.19</b>	<b>789.55</b>	

<b>NOTE 29 - DEPRECIATION &amp; AMORTISATION EXPENSES</b>			₹ in Lakh
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Depreciation on Tangible Assets	1,300.60	1,214.69	
Amortisation of Intangible Assets	89.53	12.62	
<b>Total</b>	<b>1,390.13</b>	<b>1,227.31</b>	

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

NOTE 30- OTHER EXPENSES		₹ in Lakh	
Particulars	Period Ending 31st March 2019	Period Ending 31st March 2018	
Excise Duty on Finished Good	—	0.88	
Stores Eng spares & consumables	361.37	318.34	
Labour Charges	972.15	878.86	
Power Charges	2,453.19	1,827.06	
Water Charges	66.28	45.08	
Repairs and Maintenance - Factory Buildings	26.67	22.77	
Repairs and Maintenance - Machinery	227.50	326.67	
Repairs and Maintenance - Others	61.43	71.26	
Insurance Charges	59.85	62.02	
Rates and Taxes	90.02	21.86	
Freight & Forwarding Outward Charges	857.54	679.79	
Sales Commission	97.36	110.81	
Corporate Social Responsibility Expenses	17.80	24.82	
Communication Charges	38.11	37.54	
Travelling and Conveyance Expenses	199.37	174.51	
Printing and Stationery Expenses	41.14	38.50	
Pollution Control and other Testing Expenses	50.64	52.23	
Laboratory Expenses & R&D Expenses	57.56	64.95	
Business Promotion Expenses	151.37	97.05	
Legal and Professional Charges	448.15	251.98	
Directors Sitting Fees	28.71	21.33	
Advertisement Expenses	0.92	0.37	
Office Expenses	51.20	62.67	
Security Charges	116.74	77.71	
Export Related Expenses	408.56	381.13	
Sundry Balances Written Off (net)	0.00	0.04	
Local Sales Expenses	474.57	272.09	
Loss on Sale of Assets	—	0.53	
Meetings and ROC related Expenses	10.04	23.13	
Merger/Amalgamation Expenses	—	51.09	
Provision for doubtful Debts	98.28	—	
<b>Total</b>	<b>7,466.52</b>	<b>5,997.07</b>	

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## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

### NOTE 31 - BORROWING COST ( IND AS 23)

Borrowing cost directly attributable to the acquisition /construction of a qualifying asset are capitalized as part of the cost of asset during the period is ₹ 127.93 lakhs ( P. Yr ₹ 12.82 lakhs)

NOTE 32 - CONTINGENT LIABILITIES: & COMMITMENT		₹ In Lakhs	
Sr. No.	A: Contingent Liability	2018-19	2017-18
1	Bank Guarantee with IDBI	139.36	44.25
2	Bank Guarantee with Axis	8.00	–
3	Letter of Credit with IDBI for Import Bills	1,300.14	517.56
4	Income-Tax ITAT Appeal A Yr 2007-08-Versatile Chemicals Ltd	–	16.63
5	Income Tax Appeal - Penalty u/s 271(1)(c) A. Y 2009-10 M/s Indo Amines Ltd	58.79	58.79
6	Income-Tax ITAT Appeal A Yr 2009-10-Versatile Chemicals Ltd.	0.67	2.61
7	Income Tax Appeal-A.Y. 2010-11 M/S Versatile Chemicals Pvt. Ltd.	7.11	7.11
8	Income Tax Appeal -Penalty A.Y. 2007-08 M/S Versatile Chemicals Pvt. Ltd.	3.03	3.03
9	Income Tax Appeal -Penalty A.Y. 2009-10 M/S Versatile Chemicals Pvt. Ltd.	1.47	1.47
10	Income Tax Appeal -Penalty A.Y. 2010-11 M/S Versatile Chemicals Pvt. Ltd.	0.25	0.25
11	VAT&CST Appeal Maharashtra-Liability against Ex-parte assessment passed against notice form no 315 for FY 2009-10 Appeal Case pending at Thane Jt. Comm. Sales Tax Office against Ex-parte assessment passed	604.24	604.24
12	VAT & CST appeal- Maharashtra Liability against non receipt of CST form and other purchases FY 2011-12	33.09	33.09
13	Appeal under Central Sales Tax- M/s Flame Pharma For the F. Y. 2002-03	4.23	4.23
14	VAT & CST Appeal -M/s Versatile Chemical Ltd Maharashtra -Liability against C Form and Balance Confirmation J1	–	33.26
15	f.no.v.ch.29 & 34/15-39/indo amines/jc/dn.i/2015 dt.01.09.2015 wrong availment of cenvat credit on service tax paid on rent-a-cab,civil work construction & invoice not in their name / favor	–	32.84
16	SCN No. F.No.V-Ch.29/15-15/OA/Indo Amines/JC/Dn-I/2015 Dt.11.06.2015 Service tax wrongly availed on Construction Service.	20.91	33.46
17	a) SCN V.Ch.29&34/15-36/Indo Amines/JC/D-I/2015 Dt.18.08.2015 non payment of excise duty on freight charges on clearance of goods to sister unit on inter company sales period August 2010 to June 2015. b) Statement in continuation to above as per CERA audit period July 2015 to March 2016.	23.24	0.86
18	SCN F No. V.ST (Adj) 15-08/Indo Amines/Dn ST-II/JC /2015 dt.07.10.2015-Payment of Service Tax on the Sales Commission paid on the goods exported.	23.12	23.11
19	a) V/ST/DN-V(BEL)/INDO AMINES/2010/20.4.12-Commission on Export in Foreign exchange to foreign party for the period F.Y. 2006-2007 to 2010-2011. b) V/ST/DN-V(BEL)/INDO AMINES/2010/10.10.12-Commission on Export in Foreign exchange to foreign party for the period F.Y. 2011-2012. c) V/ST/DN-V(BEL)/INDO AMINES/2010/20.4.12-Commission on Export in Foreign exchange to foreign party for the period F.Y. 2012-2013.	175.50	203.64
20	(O-I-A) VAD-EXCUS-001-ADC-129&130 - 2016-17 DT 31-01-2017 Differential duty demand on the ground of undervaluation of goods transferred to the sister concern. (CAS4)	72.38	–



## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 (Contd..)

B. Foreign Currency exposure that are not hedged by the derivative instruments				₹ In Lakhs
Particulars	Balance as at Mar 31st 2019		Balance as at Mar 31st 2018	
	In Foreign cur in Lakhs	₹ In Lakhs	In Foreign cur in Lakhs	₹ In Lakhs
<b>Export trade receivables</b>				
USD	82.69	5,653.45	57.19	3,693.02
EURO	3.02	230.41	4.26	338.89
CAD	2.56	129.72	1.15	57.29
<b>Import trade Payables</b>				
USD	21.03	1,465.39	15.78	1,031.40
EURO	–	–	0.59	48.00
GBP	–	–	–	–
<b>Packing Credit</b>				
USD	37.78	2,623.79	25.05	1,637.79
EURO	–	–	–	–
<b>Commission Payable</b>				
BDT	0.68	0.56	1.36	1.05
EURO	0.01	0.86	0.01	0.83
GBP	2.53	2.31	0.02	2.10
USD	–	–	0.19	12.33
<b>Buyer's Credit IN USD</b>	–	–	8.51	556.47

### NOTE 33 : RELATED PARTY STATEMENT – IND AS 24 :

Name of the related parties	Nature of relationship
Techno Holding (India) Pvt Ltd Techno Securities (India) Pvt Ltd Palkar Finance & Consultancy Services Pvt Ltd Palkar Commercials Pvt Ltd Marvel Indenting Pvt. Ltd Unigroup Resources Pvt. Ltd. Pure Organics Industries Universal Distributors P M Dalvi & co Mrs.Sanam Memon Mr.Sandeep Sule PNG Design Core Chemicals (Mumbai) Pvt Ltd Pious Engg Pvt Ltd Versatile Speciality Chemical Ltd Indo Amines (Changzhou) Co., LTD	Companies controlled by Directors/ Relatives of Directors
Indo Amines (Europe) Ltd	Associates
Indo Amines(Malaysia) SDN BHD	Subsidiary

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## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

### NOTE 33 : RELATED PARTY STATEMENT – IND AS 24 :

Name of the related parties	Nature of relationship
Indo Amines Americas LLC	Subsidiary
Key Organics Pvt Ltd	Subsidiary
Dr Deepak Kanekar	Chairman
Mr Vijay Palkar	Managing Director
Mr Rahul Palkar	Joint Managing Director
Mr Kirit Shah	Whole time Director( Upto 30.09.2018)
Mrs Bharti Palkar	Whole time Director (KMP-CFO from 30.05.2018 to 09.02.2019)
Mr C.L. Kadam	Whole time Director
Mr. Jayprakash Shetty	Whole time Director (w.e.f 25.09.2018)
Mr.Keyur Chitre	Whole time Director
Mr. Salim Memon	Whole time Director
Mr. Nandu Gupta	Executive Director
Mr R. Ravi	Independent Director
Mr Dhaval Vora	Independent Director
Mr Nishikant Sule	Independent Director
Mr Mahendra Ramchandra Thakoor	Independent Director
Mr Madhav Narayan Nandgaonkar	Independent Director
Mr.Suneel Raje	Independent Director
Mrs.Laxmi Kantam	Independent Director
Mr. Satish Chitale	Independent Director(w.e.f 30.05.2018)
Mr. Mukesh Agrawal	Key Managerial Personnel-CFO(w.e.f 10.02.2019)
Ms. Tripti Sharma	Key Managerial Personnel-Company Secretary

### NOTE 34 : RELATED PARTY STATEMENT – IND AS 24 :

RELATED PARTY TRANSACTION								₹ In lakhs
B) Nature of Transactions with Related Parties during the year:								
Nature of Transactions	2018-19 Subsidiary	2018-19 Associates	2018-19 Companies controlled by Directors	2018-19 Directors & Key Managerial Person	2017-18 Subsidiary	2017-18 Associates	2017-18 Companies controlled by Directors	2017-18 Directors
<b>Sales</b>								
Pure Organics Industries	–	–	11.02	–	–	–	6.89	–
Versatile Speciality Chemical Ltd	–	–	19.29	–	–	–	12.89	–
Core Chemicals (Mumbai) Pvt Ltd	–	–	734.32	–	–	–	–	–
Indo Amines (Changzhou) Co., Ltd	–	–	74.09	–	–	–	–	–
<b>Commission on Profit</b>								
Dr Deepak Kanekar	–	–	–	12.35	–	–	–	12.35

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 (Contd..)

NOTE 34 : RELATED PARTY STATEMENT – IND AS 24 :								
RELATED PARTY TRANSACTION								₹ In lakhs
B) Nature of Transactions with Related Parties during the year:								
	2018-19	2018-19	2018-19	2018-19	2017-18	2017-18	2017-18	2017-18
Nature of Transactions	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person	Subsidiary	Associates	Companies controlled by Directors	Directors
<b>Production Incentive</b>								
Mr Salim Memon	–	–	–	19.50	–	–	–	–
Mrs Sanam Memon	–	–	19.50	–	–	–	–	–
<b>Office Rent</b>								
Universal Distributors	–	–	1.50	–	–	–	1.50	–
<b>Factory Rent</b>								
Pious Engg Pvt Ltd	–	–	20.00	–	–	–	–	–
<b>Purchase</b>								
Core Chemicals (Mumbai) Pvt Ltd	–	–	849.70	–	–	–	–	–
<b>Consultancy Charges</b>								
P.M.Dalvi & Co	–	–	1.85	–	–	–	2.26	–
Mr Dhaval Vora	–	–	–	0.30	–	–	–	–
PNG Design	–	–	40.85	–	–	–	–	–
<b>Directors Remuneration</b>								
Mr Vijay Palkar	–	–	–	150.00	–	–	–	88.92
Mr Rahul Palkar	–	–	–	27.60	–	–	–	41.98
Mr Kirit Shah	–	–	–	13.99	–	–	–	27.98
Mrs Bharti Palkar	–	–	–	120.00	–	–	–	26.86
Mr Keyur Chitre	–	–	–	14.83	–	–	–	11.62
Mr C.L. Kadam	–	–	–	9.33	–	–	–	8.18
Mr Salim Memon	–	–	–	30.00	–	–	–	30.00
Mr Nandu Gupta	–	–	–	46.67	–	–	–	–
<b>Salary &amp; Wages</b>								
Mrs. Sanam Memon	–	–	21.65	–	–	–	17.14	–
Mr. Sandeep Sule	–	–	5.75	–	–	–	2.24	–
Mr.Mukesh Agrawal	–	–	–	2.25	–	–	–	–
Mrs.Tripti Sharma	–	–	–	6.50	–	–	–	–
<b>Directors sitting fees</b>								
Mr Vijay Palkar	–	–	–	1.50	–	–	–	1.15
Mr Rahul Palkar	–	–	–	1.25	–	–	–	1.00
Mr Kirit Shah	–	–	–	0.25	–	–	–	0.50
Mrs Bharti Palkar	–	–	–	1.50	–	–	–	1.00
Mr C.L. Kadam	–	–	–	1.25	–	–	–	1.25
Mr Keyur Chitre	–	–	–	1.25	–	–	–	1.00
Dr Deepak Kanekar	–	–	–	1.84	–	–	–	1.99

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## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

### NOTE 34 : RELATED PARTY STATEMENT – IND AS 24 :

RELATED PARTY TRANSACTION								₹ In lakhs
<b>B) Nature of Transactions with Related Parties during the year:</b>								
	2018-19	2018-19	2018-19	2018-19	2017-18	2017-18	2017-18	2017-18
Nature of Transactions	Subsidiary	Associates	Companies controlled by Directors	Directors & Key Managerial Person	Subsidiary	Associates	Companies controlled by Directors	Directors
Mr R. Ravi	-	-	-	1.32	-	-	-	1.07
Mr Dhaval Vora	-	-	-	2.58	-	-	-	1.99
Mr Nishikant Sule	-	-	-	2.64	-	-	-	2.30
Mr Madhav Nandgaonkar	-	-	-	2.64	-	-	-	1.59
Mr Mahendra Thakoor	-	-	-	2.07	-	-	-	1.84
Mr Suneel Raje	-	-	-	1.50	-	-	-	1.31
Mr Salim Memon	-	-	-	1.50	-	-	-	1.25
Mrs Laxmi Kantham	-	-	-	1.00	-	-	-	0.25
Mr Jayprakash Shetty	-	-	-	0.50	-	-	-	-
Mr Nandu Gupta	-	-	-	1.00	-	-	-	-
Mr Satish Chitale	-	-	-	2.12	-	-	-	-
<b>Deposits</b>								
Pious Engg Pvt Ltd	-	-	11.23	-	-	-	-	-
<b>Loans &amp; Advances</b>								
Versatile Speciality Chemical Ltd	-	-	-	-	-	-	0.02	-
<b>Receivable</b>								
Core Chemicals (Mumbai) Pvt Ltd	-							
Versatile Speciality Chemical Ltd	-	-	13.45	-	-	-	-	-
Indo Amines (Changzhou) Co., Ltd			74.15	-	-	-	-	-
<b>Payable</b>								
Versatile Speciality Chemical Ltd	-	-	8.40	-	-	-	2.11	-
Core Chemicals (Mumbai) Pvt Ltd	-	-	519.01	-	-	-	-	-
Pious Engg Pvt Ltd	-	-	6.64	-	-	-	-	-
<b>Dividend paid</b>								
Techno Holding (India) Pvt Ltd	-	-	39.02	-	-	-	39.02	-
Techno Securities (India) Pvt Ltd	-	-	41.82	-	-	-	41.82	-
Palkar Finance & Consultancy Services Pvt Ltd	-	-	41.67	-	-	-	41.67	-
Palkar Commercials Pvt Ltd	-	-	20.35	-	-	-	20.35	-
Marvel Indenting Pvt. Ltd	-	-	9.18	-	-	-	9.18	-
Unigroup Resources Pvt. Ltd.	-	-	30.59	-	-	-	30.59	-
Mr Vijay Palkar	-	-		33.01	-	-		32.22
Mr Rahul Palkar	-	-		3.56	-	-		2.83
Mr. Kirit Shah	-	-		2.97	-	-		2.97
Mrs Bharti Palkar	-	-		21.37	-	-		20.73

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 (Contd..)

### NOTE 35 : SEGMENT REPORT

#### SEGMENT REPORTING - 2018-19

##### (A) SEGMENTWISE DETAILS (PRIMARY)

A) The company is primarily operating in only one business (i.e. manufacturing of chemicals) as well as one geographical segment, hence no Primary segment reporting has been made.

##### (B) GEOGRAPHICAL DETAILS (SECONDARY)

			2018-19
			₹ In Lakhs
Particulars	Inside India	Outside India	Total
<b>SEGMENT REVENUE</b>			
Total Revenue	26,208.40	22,724.43	48,932.83
(Previous Year)	(15,640.56)	(20,245.54)	(35,886.10)
<b>Total Segment Revenue</b>	<b>26,208.40</b>	<b>22,724.43</b>	<b>48,932.83</b>
<b>OTHER INFORMATION</b>			
Fixed Assets(Net Block)	9,446.60	190.34	9,636.94
(Previous Year)	(7,427.16)	(75.84)	(7,503.00)

### NOTE 36 : NOTES ON CONSOLIDATION

Name of the Entity In	Net Assets i.e. Total Assets Minus Total Liabilities.		Share of Profit or Loss	
	As % of Consolidated dated net Assets	Amount	As % of Consolidated Profit or Loss	Amount
Indo Amines Ltd	94%	9615.27	92%	2,273.95
<b>Subsidiaries - India</b>				
Key Organics Pvt Ltd	4%	443.41	4%	103.00
<b>Subsidiaries - Foreign</b>				
Indo Amines ( Europe) Ltd				—
Indo Amines ( Malaysia) SDN BHD	0%	39.86	0%	0.27
Indo Amines America LLC	3%	295.64	6%	137.61
Less: - Inter Co Elimination	-2%	-159.56	-1%	(35.68)
<b>Total</b>	<b>100%</b>	<b>10234.62</b>	<b>100%</b>	<b>2,479.15</b>

### NOTE 37 : STATUTORY GROUP INFORMATION

(Rupees in lakh)

Name of Entity in Group	Net Assets, i.e. Total Assets minus Total Liabilities		Share in Profit & Loss		Share in other comprehensive Income		Share in Total comprehensive Income	
	As % of Consolidate net Assets	Amount	As % of Consolidate Profit & Loss	Amount	As % of Consolidate Other Comprehensive Income	Amount	As % of Consolidate Other Comprehensive Income	Amount
<b>Parent</b>	<b>93%</b>	<b>9,615.27</b>	<b>92%</b>	<b>2,273.95</b>	<b>122%</b>	<b>(13.54)</b>	<b>92%</b>	<b>2,260.41</b>
<b>Subsidiaries</b>	<b>4%</b>	<b>425.26</b>	<b>4%</b>	<b>103.00</b>	<b>-22%</b>	<b>2.40</b>	<b>4%</b>	<b>105.40</b>
<b>Indian</b>	<b>4%</b>	<b>425.26</b>	<b>4%</b>	<b>103.00</b>	<b>-22%</b>	<b>2.40</b>	<b>4%</b>	<b>105.40</b>
Key Organics Pvt Ltd	4%	425.26	4%	103.00	-22%	2.40	4%	105.40
<b>Foreign</b>	<b>3%</b>	<b>194.09</b>	<b>4%</b>	<b>102.20</b>	<b>0%</b>	<b>-</b>	<b>4%</b>	<b>102.20</b>
Indo Amines America LLC	3%	204.78	4%	101.94	0%		4%	101.94

## Consolidated Notes to the Financial Statement for the Year ended 31st March 2019 *(Contd..)*

### NOTE 37 : STATUTORY GROUP INFORMATION

(Rupees in lakh)

Name of Entity in Group	Net Assets, i.e. Total Assets minus Total Liabilities		Share in Profit & Loss		Share in other comprehensive Income		Share in Total comprehensive Income	
	As % of Consolidate net Assets	Amount	As % of Consolidate Profit & Loss	Amount	As % of Consolidate Other Comprehensive Income	Amount	As % of Consolidate Other Comprehensive Income	Amount
Indo Amines Malesiyas	0%	(10.69)	0%	0.27	0%		0%	0.27
<b>Non-controlling Interest in all Subsidiaries</b>								
<b>Associates ( Investment as per equity method)</b>		-		-		-		-
Indian								
Foreign								
<b>Joint Ventures ( Investment as per equity method)</b>		-		-		-		-
Indian								
Foreign								
<b>Total</b>	<b>100%</b>	<b>10,234.62</b>	<b>100%</b>	<b>2,479.15</b>	<b>100%</b>	<b>(11.14)</b>	<b>100%</b>	<b>2,468.01</b>

### NOTE 38 : AMALGAMATION:

The Board has Approved draft scheme of Amalgamation between Core Chemicals (Mumbai) Pvt Ltd and Key Organics Pvt Ltd (wholly owned subsidiary of the Company) with the company at its meeting held on 25th September, 2018 considering appointed date of amalgamation as 1st April, 2018. The scheme was submitted to BSE for in principal approval. After scrutinizing the scheme BSE Limited has approved the scheme on 15th March, 2019. These results do not consider the effect of amalgamation on the financial statements of the company as the draft scheme is not yet approved by Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble NCLT"). After order of approval received from Hon'ble NCLT for the draft scheme, financial statements will be revised.

### NOTE 39 :

Previous years figures are regrouped/rearranged wherever necessary, to conform to the layout of accounts of current year.

#### For Sanjay M. Kangutkar And Associates

Chartered Accountants  
Firm Registration No 117959W

Sd/-

**Sanjay M. Kangutkar**

Proprietor

Membership No. : 100830

Place : Dombivli

Date : 25th May, 2019

For and on behalf of the Board

**Indo Amines Limited**

Sd/-

**Vijay B Palkar**

Managing Director & CEO

DIN 00136027

Sd/-

**Mukesh Agrawal**

Chief Financial Officer

Sd/-

**Rahul Palkar**

Joint Managing Director

DIN 00325590

Sd/-

**Tripti Sharma**

Company Secretary

Mem No. A39926

## Form No SH-13 Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,  
**Indo Amines Ltd.**  
W-44, Phase II,  
MIDC, Dombivli (E) - 421203

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –

- a) Name: \_\_\_\_\_
- b) Date of Birth: \_\_\_\_\_
- c) Father's/Mother's/Spouse's name: \_\_\_\_\_
- d) Occupation: \_\_\_\_\_
- e) Nationality: \_\_\_\_\_
- f) Address: \_\_\_\_\_
- g) E-mail Id: \_\_\_\_\_
- h) Relationship with the security holder: \_\_\_\_\_

(3) IN CASE NOMINEE IS A MINOR -

- a) Date of Birth \_\_\_\_\_
- b) Date of attaining majority \_\_\_\_\_
- c) Name of guardian \_\_\_\_\_
- d) Address of guardian \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder (s): \_\_\_\_\_

Signature: \_\_\_\_\_

Witness with the name and address: \_\_\_\_\_





**Form No. SH-14****Cancellation or Variation of Nomination [Pursuant to section 72 of the Companies Act, 2013  
and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]**

To,  
**Indo Amines Limited**  
 W-44, Phase II,  
 MIDC, Dombivli (E) - 421203

I/We hereby cancel the nomination(s) made by me/us in favor of..... (name and address of the nominee)  
 in respect of the below mentioned securities

Or

I/We hereby nominate the following person in place of ..... as nominee in respect of the below mentioned  
 securities in whom shall vest all rights in respect of such securities in the event of my/our death

**PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

**PARTICULARS OF NOMINEE/S –**

Name: \_\_\_\_\_

Date of Birth: \_\_\_\_\_

Father's/Mother's/Spouse's name: \_\_\_\_\_

Occupation: \_\_\_\_\_

Nationality: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Relationship with the security holder: \_\_\_\_\_

**IN CASE NOMINEE IS A MINOR -**

Date of Birth: \_\_\_\_\_

Date of attaining majority: \_\_\_\_\_

Name of guardian: \_\_\_\_\_

Address of guardian: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder (s): \_\_\_\_\_

Signature: \_\_\_\_\_

Witness with the name and address: \_\_\_\_\_



**Form No. MGT-11****INDO AMINES LIMITED**

Regd. Office: W-44, Phase II, M.I.D.C., Dombivli (East), Dist. Thane – 421 203.

CIN: L99999MH1992PLC070022

Tel No.91 251 2871354/2870941/2873529/2870939 | Fax.91 251 287 1635/287 1666

Web site: www.indoaminesltd.com | Email ID: shares@indoaminesltd.com

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Folio No. /Client Id \_\_\_\_\_ DP ID \_\_\_\_\_

I / We, being the member(s) of shares of the above named company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/ her.

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/ her.

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_ proxy  
 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Saturday, 10th August, 2019 at 11.30 a.m. at C.K.P. Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivli (East), Thane – 421 201

Sr. No.	Resolutions	For	Against
	<b>Ordinary Business</b>		
1. (a)	To approve Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019 and the statement of Profit & Loss A/c for the year ended on that date and the Report of the Board of Directors and Auditors thereon.		
(b)	To approve Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019 and the Statement of Profit & loss A/c for the year ended on that date and the Report of Auditors thereon.		
2.	To declare Final dividend of ₹ 1/- per equity shares for the Financial Year 2018-2019 as recommended by the Board.		
3.	To appoint a Director in place of Mr. Salim Dawood Memon (DIN:00903766) Director of the Company who retires by rotation and being eligible offers himself for re-appointment.		

## Form No. MGT-11 (Contd..)

Sr. No.	Resolutions	For	Against
	<b>Special Business</b>		
4.	Ratification of remuneration of Cost Auditor.		
5.	Re-appointment of Mr. Dhawal Vora (DIN: 00130115) as an Independent Director of the company for the term of three years.		
6.	Re-appointment of Mr. R. Raghavendra Ravi (DIN: 00136289) as an Independent Director of the company for the term of three years		
7.	Re-appointment of Mr. Nishikant Sule (DIN:03480278) as an Independent Director of the company for the term of three years		
8.	Appointment of Mr. Jayaprakash Anand Shetty (DIN - 07980763) as a Director & Whole-Time Director of the Company.		
9.	Re-appointment of Mr. Rahul Palkar (DIN: 00325590) as Joint Managing Director of the company for the term of three years.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of the Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Please  
affix the  
Revenue  
Stamp of  
Re. 1**

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

### Instructions:

- Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited.
- A Proxy form which does not state the name of the Proxy shall not be considered valid.
- Undated Proxy shall not be considered valid.
- An instrument of Proxy is valid only if it is properly stamped as per the applicable law.
- Client ID/DP ID is not required to fill. Fill only Folio No. in Proxy Form and Attendance Slip.
- Proxy form should be signed by the Shareholders and Proxy Holder. Attendance Slip should be signed by members/proxy holder along with name in block letters.
- The Proxy-holder shall prove his identity at the time of attending the Meeting.
- Polling Paper for voting will be provided at the venue of the Meeting.
- Shareholders are requested to bring copy of Pan Card (self-certified) in the meeting as identity proof.
- If multiple proxies received for the same Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.

## INDO AMINES LIMITED

Regd. Office: W-44, Phase II, M.I.D.C., Dombivli (East), Dist. Thane – 421 203.

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## ATTENDANCE SLIP

### 26TH ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting:

Name	
Address	
No. of Shares held	
DP ID No.	
Client Id No	
Regd. Folio No	

I certify that I am a member/ proxy / authorized representative for the member of the Company.

I hereby record my presence at the 26th Annual General Meeting of Indo Amines Limited on Saturday, 10th August, 2019 at 11:30 a.m. at C.K.P Hall, Ram Ganesh Gadkari Path, Near Karwa Hospital, Dombivli (East), Thane – 421 201.

Member's Name: \_\_\_\_\_

Proxy's Name: \_\_\_\_\_

\_\_\_\_\_  
Member's/ Proxy's Signature

#### Note:

- Please fill this attendance slip and hand it over at the entrance of the Hall.
- Members/Proxy Holders/ Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
- Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

### Route Map:

**Landmark: Near Karwa Hospital, Dombivli (East)**





## Notes

[illegible]

## Notes

[illegible]

## HISTORY & ACHIEVEMENTS

- 1994 Techno Chemical Industries went Public to emerge as Indo Amines Ltd. which had two Manufacturing Sites focusing on Fine & Speciality Chemicals to become one of India's Leading Manufacturer in its kind in India.
- 1995 Started Baroda Factory.
- 1997 Divided the two units into two Business Divisions.
- 2000 Started exporting to 29 countries around the Global.
- 2001 Focus on Exports with the expanding market & opportunities, were we could foresee our growth.
- 2003 Research & Development took as a major lead role; continuous efforts were being made to bring its Products as per internationally recognized Quality Standards.
- 2004 Started Performance Chemical Division.
- 2005 Indo Amines Ltd. was awarded with ISO-9001-2000 certification from TUV that has given it and its Products global acceptance.
- 2006 Acquired Flame Pharmaceuticals & Sheeraj Chemicals.
- 2007 Started Bilk Drugs & Intermediates Business Division.
- 2009 Received First Award for outstanding export performance in inorganic & Organic chemicals for the Financial Year 2006-07.
- 2010 Setting up of marketing base in Europe & South East Asia.
- 2011 Crossed v 150 Crore turnover mark.
- 2012 Merger/Amalgamation with M/s. Versatile Chemicals Ltd. (Manufacturing Division).
- 2013 New R&D Centre is proposed to construct.
- 2014 Acquired 100% Shareholding of M/s Key Organics Pvt. Ltd. Located at Mahad, Manufacturing Agro Chemical.
- 2015 Indo Americas LLC opened at America as a marketing base.
- 2016 R&D centre – In – House R&D centre approved by DSIR, Delhi.
- 2017 Acquired 100% Shareholding of M/s Classic Oil Limited Located at Mahad, Manufacturing Chemical.  
  
Merger/Amalgamation with M/s. Classic Oil Limited and M/s. Sigma Solvents Private Limited. (Manufacturing Division).
- 2018 Accreditation of Authorized Economic Operator Certificate from Central Board of Indirect Taxes and Customs  
  
Obtained REACH permission for certain products – enabling us to sale in European market.



## **INDO AMINES LIMITED**

*Passion for growth*

**Regd. Office:**

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