

22nd

ANNUAL REPORT

FOR THE YEAR 2013 – 2014

EUREKA INDUSTRIES LIMITED

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BOARD OF DIRECTORS:

Mr. Narayan B. Prajapati (DIN 02533184)

Mr. Ketan A. Gandhi (DIN 02553466)

Mr. Gunjan Choudhary (DIN 01580569)

Mr. Yashdeep D. Jaipura (DIN 03557155)

AUDITORS:

M/s. Kothari Sangawat & Associates.

Chartered Accountants,

Ahmedabad.

BANKERS:

Dena Bank , Ahmedabad

REGISTERED OFFICE:

311-B, Harikrishna Complex,

B/h City Gold Cinema , off Ashram Road

Ahmedabad - 380009

Gujarat (India)

Email ID - eurekaindltd@gmail.com

REGISTRAR & SHARE TRANSFER AGENT:

Sharepro Services (I) Private Limited

416-420, 4th Floor,

Devanandan Mall,

Ashram Road,

Elissbridge

Ahmedabad-380006

Email Id: sharepro.ahmedabad@shareproservices.com

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of the Company will be held on 30th day of September, 2014 at 11.30 a.m. at the Registered Office of the Company at 311-B, Harikrishna Complex, B/h City Gold Cinema, Off Ashram Road , Ahmedabad - 380009 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Auditor's Report thereon and the Director's Report.
2. To appoint director in place of Mr. Ketan Gandhi, who retires by rotation and being eligible for re-appointment offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

4. Appointment of Mr. Gunjan Choudhary as an independent director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Gunjan Choudhary (DIN 01580569), Independent Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to March 31, 2019, not liable to retire by rotation."

5. Appointment of Mr. Yashdeep Jajpura as an independent director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Yashdeep Jajpura (DIN 03557155), Independent Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to March 31, 2019, not liable to retire by rotation."

6. To reconfirm authority to the Board of Directors for borrowing money upto Rs. 20 Crores and in this regard to consider and if thought fit, to pass with or without modifications(s), the following resolution as a Special Resolution:

RESLOVED THAT pursuant to the provision of Section 180(1)(c) of the Companies Act,2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force)(‘the Act’) and other applicable provisions, if any, of the Companies Act,2013, consent of the company be and is hereby accorded to the Board of Directors(hereinafter referred as “Board” which term shall include a Committee thereof authorized for the purpose) of the Company to borrow in any manner from time to time any sum or sums of money(including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India and abroad, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money may be borrowed by the Board and outstanding at any one time shall not exceed the sum of Rs. 20 Crores (Twenty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient for the purpose of giving effect to this resolution.

7. To approve creation of charge/security over the assets/undertaking of the Company in respect of borrowing and in this regard to consider and if thought fit, to pass with or without modifications(s), the following resolution as a Special Resolution :

RESOLVED THAT pursuant to the provisions of section 180(1)(a) of the Companies Act,2013 and rules made there under (including any statutory modifications or re-enactment thereof for the time being in force)(‘the Act’) and other applicable provisions, if any, of the Act, the consent of the company be and is hereby accorded to the Board of Directors(hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company to mortgage, hypothecate, pledge and/ or charge in addition to the existing charges, mortgages and hypothecation created by the company, on such movable and immovable properties of the company, both present and future and /or any other assets or properties, either tangible or intangible, of the company on such terms, at such time, in such form and in such manner as the board may deem fit, together with power to take over the management and the business and concern of the company in case of certain events of defaults, in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of any loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees from time to time, up to the limits approved or as may be approved by the shareholders under section 180(1)(c) of the Act along with interest, additional interest, accumulated interest , liquidated charges, commitment

charges or costs, expenses and all other monies payable by the company including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient for the purpose of giving effect to this resolution.

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modifications(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactments thereof, for the time being in force, the draft regulations contained in the Articles of Associations submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the company.

RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution.

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/ HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

6. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. 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 AGM.
8. The The Register of Members and Share Transfer Books will remain closed from September 26, 2014 to September 30, 2014 (both days inclusive).
9. Copies of the Annual Report 2014 are being sent by electronic mode only to all the members whose email addresses 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 email addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.
10. Members are requested to notify the changes, if any, in their registered address to the Registrar and Share Transfer Agent.
11. Members are requested to bring their copy of Annual Report to the meeting.
12. Members desiring to seek information on Annual Accounts to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
13. The Company's shares are listed with The Bombay Stock Exchange Limited, Mumbai.
14. Detail of Directors seeking appointment / reappointment at the ensuing Annual General Meeting (Pursuant to clause 49 of the Listing Agreement) is annexed herewith.
15. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with Registrars and Share Transfer Agent/Depositories.
16. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering e-voting facility to its members in respect of the businesses to be transacted at the Annual General Meeting scheduled to be held on Tuesday September 30, 2014 at 11.30 a.m. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

Shilpa Parekh (Membership No. ACS 21939 CP No. 10746) Proprietor of S.G.PAREKH &Co., a Practicing Company Secretary, has been appointed as a Scrutinizer for the e-voting process. She will within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against to the Chairman of the company. The results on the resolutions shall be declared

on or after the AGM of the company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizer's report will be available on the web site of the company (www.eurekaindustries.in) within two days of the passing of the resolutions and communication of the same to the BSE Ltd.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME -EUREKA INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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 10 digit 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"> 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. 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.
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"> 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 the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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 to be also 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name – EUREKA INDUSTRIES LIMITED > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- 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 Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.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 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 of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 22/09/2014 at 10.00 am IST and ends on 24/09/2014 at 06.00 pm IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th of August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.