

23rd

ANNUAL REPORT

FOR THE YEAR 2014 – 2015

EUREKA INDUSTRIES LIMITED

Eureka Industries Limited

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Eureka Industries Limited

BOARD OF DIRECTORS:

Mr. Narayan B. Prajapati (DIN 02533184)
Mr. Ketan A. Gandhi (DIN 02553466)
Mr. Gunjan Choudhary (DIN 01580569)
Mr. Yashdeep D. Jajpura (DIN 03557155)
Miss. Aarefa O. Dudhwala (DIN 07127418)

Director
Managing Director
Director
Director
Additional Director
(w.e.f. 31/03/2015)

COMPANY SECRETARY

Mr. Pareshkumar K. Parmar

CHIEF FINANCE OFFICER

Mr. Aashish M Modi

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)
Tel:- 079-30006294
Email ID - eurekaindltd@gmail.com
Web:- www.eurekaindustries.in

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

Eureka Industries Limited

CIN: L91110GJ1992PLC018524

311-B, Harikrishna Complex,

B/h City Gold Cinema, off Ashram Road

Ahmedabad - 380009, Gujarat (India)

Tel:- 079-30006294

Email ID - eurekaindltd@gmail.com

Web:- www.eurekaindustries.in

NOTICE TO MEMBERS:

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of the Company will be held on Monday, 28th day of September, 2015 at 10.00 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, 2015, 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. Narayan B. Prajapati, who retires by rotation and being eligible for re-appointment offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. Kothari Sangawat & Associates, Chartered Accountants (Firm Reg. No: 132985W), as Statutory Auditor of the Company is approved in 22nd Annual General Meeting to hold office for Five Years be and is hereby ratified at the remuneration as may be decided by the Board of Directors".

SPECIAL BUSINESS:

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

"RESOLVED THAT Miss. Aarefa O. Dudhwala (DIN: 07127418), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31.03.2015, in terms of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her 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, 2020, not liable to retire by rotation."

5. 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.

6. 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.

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 are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
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 Register of Members and Share Transfer Books will remain closed from September 19, 2015 to September 28, 2015 (both days inclusive) for the purpose of Annual General Meeting.
9. Copies of the Annual Report 2015 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 2015 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. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies. To support this 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 pleased to provide members facility to exercise their voting rights at the 23rd Annual General Meeting (AGM) held on 28th September, 2015, by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

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

In case of members receiving e-mail:

- (i) The remote e-voting period begins on 25th September, 2015 at 10.00 am and ends on 27th September, 2015 at 5.00 pm. 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 21st September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME -EUREKA INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (v) 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.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 sequence number in the PAN field. The Sequence Number is printed on mailing slip. In case the sequence 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 sequence 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 member id / Sequence number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name - EUREKA INDUSTRIES LIMITED > on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Note for Non - Individual Shareholders and Custodians**
 - 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.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.

- (xx) Those persons, who have acquired shares and have become Members of the Company after the despatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 21st September, 2015 shall view the Notice of the 23rd AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xxi) 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.
- (xxii) M/s S.G.Parekh & Co., Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxiii) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website www.eurekaindustries.in and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).