

24th

ANNUAL REPORT

FOR THE YEAR 2015 – 2016

EUREKA INDUSTRIES LIMITED

CIN : L91110GJ1992PLC018524

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BOARD OF DIRECTORS:

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

Managing Director
Director
Independent Director
Independent Director
Independent Director

COMPANY SECRETARY

Mr. Paresh Parmar

CHIEF FINANCE OFFICER

Mr. Aashish M. Modi

AUDITORS:

M/s. Kothari Sangawat & Associates
Chartered Accountants
Ahmedabad.

SECRETARIAL AUDITOR

M/s. Rohit Bajpai & Associates
Practicing Company Secretary,
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 - eurekaindlt@gmail.com

Web:- www.eurekaindustries.in

**REGISTRAR & SHARE TRANSFER AGENT:
BIGSHARE SERVICES PVT LTD**

A-802, Samudra Complex
Nr, Klassic Gold Hotel, (Girish Cold Drinks)
Off. C G Road, Navrangpura
Ahmedabad –380009, Gujarat

Tel:- 079-40024135

Email ID bssahd@bigshareonline.com

Eureka Industries Limited

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B/h City Gold Cinema,
off Ashram Road,
Ahmedabad – 380009 Gujarat (India)
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Web:-www.eurekaindustries.in

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NOTICE TO MEMBERS:

NOTICE is hereby given that the Twenty Forth Annual General Meeting of the members of the Company will be held on Monday, 26th day of September, 2016 at 10.30 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, 2016, 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 re-appointment.
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 for remaining Three Years at the remuneration as may be decided by the Board of Directors.”

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. The information regarding the Director who is proposed to be appointed or re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and Secretarial Standard on General Meetings issued, is annexed hereto.
6. 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.

7. 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.
8. 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.
9. The Register of Members and Share Transfer Books will remain closed from September 17, 2016 to September 26, 2016 (both days inclusive) for the purpose of Annual General Meeting.
10. Copies of the Annual Report 2016 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 2016 are being sent by the permitted mode.
11. Members are requested to notify the changes, if any, in their registered address to the Registrar and Share Transfer Agent.
12. Members are requested to bring their copy of Annual Report to the meeting.
13. 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.
14. The Company's shares are listed with The Bombay Stock Exchange Limited, Mumbai.
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. Members having more than one folio in identical names are requested to consolidate the same.
17. 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 as amended and the provisions of the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is pleased to provide members facility to exercise their voting rights at the 24th Annual General Meeting (AGM) held on 26th September, 2016, 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 23rd September, 2016 at 10.00 am and ends on 25th September, 2016 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 19th September, 2016, 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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. 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.
- (ixx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively, on or after 30 June 2016. Please follow the instructions as prompted by mobile app while voting on your mobile.

(i) **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.
- (ii) 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. 19th September, 2016 shall view the Notice of the 24th 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.
- (iii) 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.
- (iv) 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.

- (v) 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).

Voting at Annual General Meeting:

The members who have not casted their vote electronically, can exercise their voting rights at the Annual General Meeting. The Company will make necessary arrangements in this regard at the Annual General Meeting Venue. If a member casts vote in Annual General Meeting is found to have exercised their voting options electronically, voting at Annual General Meeting will be treated as invalid and vote casted electronically will be treated as valid.

For Eureka Industries Limited

Place : Ahmedabad

Date : May 30, 2016

Ketan Gandhi
Managing Director
DIN: 02553466

Narayan Prajapati
Director
DIN: 02533184

ANNEXURE TO THE NOTICE:

Notes on directors seeking re – appointment or appointed in place of retiring director as required under SEBI (LODR) Regulation, 2015 and Secretarial Standards on General Meetings are given below.

PROFILE OF THE DIRECTOR SEEKING RE APPOINTMENT

Name of the Director	Mr. Narayan Prajapati
Director Identification Number	02533184
Date of Birth	20.07.1966
Nationality	Indian
Date of appointment on the Board	15.03.2002
Qualifications	B.Com
Expertise in functional area	Administration
Number of equity shares held in the Company	Nil
List of Directorships held in other public companies	Nil

DIRECTOR'S REPORT

To,
Dear Shareholders,

The Directors present the Annual Report together with the Audited Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss of Eureka Industries Limited for the year ended on 31st March 2016.

COMPANY'S PERFORMANCE:

Your Company's performance during the year 2015-16 (12 months) and for the period April'14 to March'15 (12 months) is summarized below:

FINANCIAL RESULTS:

The highlights of Financial Results for the year ended on 31st March 2016 are:

	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
Sales and Other Income	9.67	9.61
Profit/(loss) Before Tax	2.62	4.66
Less : Provision of Taxation	0.48	0.89
Net Profit /(Loss) for the year	2.14	3.77
Balance b/f. from previous year	(742.19)	(745.96)
Balance Carried to Balance Sheet	(740.05)	(742.19)

DIVIDEND:

Your Directors are unable to recommend any Dividend on the Equity Shares in view of the present financial position of the Company.

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Directors wish to present the details of Business operations done during the year under review:

OPERATIONS & PROSPECTS:

During the year under review, the company has earned the income of Rs. 9,66,735. Your directors are striving hard by making sincere efforts for the better growth and prospects of the Company in the future.

CORPORATE GOVERNANCE REPORT:

Your Company is committed to good Corporate Governance practices. Your Directors endeavor to adhere to the standards set out by the Securities and Exchange Board of India's (SEBI) Corporate Governance practices and accordingly has implemented all the major stipulations prescribed.

As Per SEBI Circular No. CIR/CFD/POUCY CELL/7/2014 dated 15th September, 2014, the compliance with the provisions of Corporate Governance Report shall not be mandatory to your Company.

COMMITTEES OF THE BOARD:

In accordance with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has framed the Committees viz., Audit Committee Stakeholders Relationship Committee and Nomination and Remuneration Committee. There are currently three

committees of the Board, as following:

Audit Committee

The constitution of Audit Committee is in confirmation with requirements of Section 177 of the Companies Act, 2013 and also as per the requirements Regulation 18 of SEBI (LODR) Regulations, 2015.

Powers of the Audit Committee

- ♦ To investigate any activity within its terms of reference;
- ♦ To seek information from any employee;
- ♦ To obtain outside legal or other professional advice; and
- ♦ To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee comprises of 3 directors. The Chairman of the Audit Committee is a Non executive and Independent Director. The Composition of the Audit Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Yashdeep D. Jajpura	Independent director	Chairman
2	Mr. Gunjan Choudhary	Independent director	Member
3	Mr. Narayan B. Prajapati	Director	Member

The Board has accepted all the recommendations made by the Audit Committee during the year. The Audit Committee met Four times during the financial year on May 29, 2015, August 12, 2015, November 09, 2015, and February 12, 2016.

Nomination and Remuneration Committee

The Remuneration Committee of the Company recommends to the Board the compensation, terms of Managerial Personnel subject to approvals from shareholders and Central Government, as and when necessary.

The Composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name	Category	Designation
1	Mr. Yashdeep D. Jajpura	Independent director	Chairman
2	Mr. Gunjan Choudhary	Independent director	Member
3	Miss. Aarefa O. dudhwala	Independent director	Member

Stakeholders Relationship Committee

The Stakeholders Relationship Committee has been constituted to look into investors complaints like transfer of shares, non – receipt of declared dividend, etc and take necessary steps for redresses thereof.

The Committee approves issue of new / duplicate share certificates. The Committee oversee and review all matters connected with share transfers / transmission / demat / remat and other issues pertaining to shares. The Committee also looks into the investor relations / grievances and redressal of the same, on a periodical basis.