



30TH ANNUAL REPORT 2021-22

CORPORATE INFORMATION

➤ **BOARD OF DIRECTORS:**

MR. DEEPAK KUMAR SONI (DIN 09670815)*
 MR. BHUPENDRA SUTHAR (DIN 09670612)*
 MR. AASHISH KUMAR MODI (DIN 07814188)
 MISS. AAREFA KUTUB KAPASI (DIN 07127418)

Managing Director
 Non-Executive Director
 Director
 Independent Director

*Appointment as on 13.07.2022

➤ **COMPANY SECRETARY**

MS. DIVYA AGARWAL
 (Appointed as on 05.04.2022)

➤ **CHIEF FINANCE OFFICER**

MR. DEEPAK KUMAR SONI
 (Appointed as on 13.07.2022)

➤ **AUDITORS:**

KOTHARI SANGAWAT & ASSOCIATES
 CHARTERED ACCOUNTANTS
 AHMEDABAD.

➤ **BANKERS:**

DENA BANK, AHMEDABAD

➤ **REGISTERED OFFICE:**

307-B, Harikrishna Complex,
 B/h City Gold Cinema, off Ashram Road
 Ahmedabad – 380009
 Gujarat (India)
Tel:- 079-48918799
 Email ID - eurekaindltd@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

NOTICE TO MEMBERS:**30th ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirtieth Annual General Meeting of the members of the Company will be held on Friday, 30th day of September, 2022 at 2:00 P.M. at the Registered Office of the Company at 307-B, Harikrishna Complex, B/h City Gold Cinema, Off Ashram Road, Ahmedabad – 380009 to transact the following business:

ORDINARY BUSINESS:**1. ADOPTION OF THE ANNUAL AUDITED FINANCIAL STATEMENT AND REPORTS THEREON:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditor's Report thereon.

2. APPOINTMENT OF A DIRECTOR IN PLACE OF DIRECTOR RETIRING BY ROTATION:

To re-appoint director in place of Mr. Deepak Kumar Soni (DIN: 09670815), who retires by rotation and being eligible for re-appointment offers himself for re-appointment.

3. TO APPOINTMENT OF AUDITOR AND FIX THEIR REMUNERATION AND IN THIS REGARD

To consider and if thought fit, to pass, with or without, the following resolution as an ordinary resolution;

"RESOLVED THAT, pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and on recommendations made by Board of Directors, M/s. V S S B & Associates, Chartered Accountants, Ahmedabad (FRN: 121356W) be and are hereby appointed as Statutory Auditors of the Company.

RESOLVED FURTHER THAT, M/s. V S S B & Associates appointed as a Statutory Auditor as on 25th July, 2022 on the place of Casual vacancy accrued due to resignation given by M/s Kothari Sangawat & Associates from the post of Statutory Auditor of the Company as on 25th July, 2022. M/s. V S S B & Associates, Chartered Accountants, (FRN: 121356W) entitled to hold office as Statutory Auditors of the Company up to the conclusion of ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2023 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT, any of the Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time for the aforesaid matter.

SPECIAL BUSINESS:**4. RECLASSIFICATION OF PROMOTERS OF THE COMPANY AS PUBLIC SHAREHOLDERS**

To consider and approve reclassification of Promoters of the Company and in this regard to consider and fit to pass, with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-classification of following entity/ person(s) from Promoter/Promoter group category to Public category, since the entity/person(s) are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold Nil % of the total voting rights in the Company and also none of the following entity/person(s) have entered into any shareholder’s or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company:

S. No	Name of the Entity/Company	No. Of Equity Share Held	% of Total Equity Share Capital
1	Mr. Sanjeevkumar M. Chhajer	Nil	Nil
2	Mr. Rajeevkumar Malchand Chhajer	Nil	Nil
3	Ms. Manju Sushil Kejriwal	Nil	Nil
4	Mr. Sushil Radhakrishan Kejriwal	Nil	Nil
5	M/s Bumaco Marketing Pvt. Ltd.	Nil	Nil
6	M/s Yash Fabritex Pvt. Ltd.	Nil	Nil
7	M/s. Ambica Taptex Pvt. Ltd	Nil	Nil
8	Ms. Indu Sajjan Kejriwal	Nil	Nil

“RESOLVED FURTHER THAT for or the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the BSE Limited and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”

5. REGULARIZATION OF APPOINTMENT OF MR. DEEPAK KUMAR SONI (DIN:09670815) AS A MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the appointment of Mr. Deepak Kumar Soni (DIN 09670815) as the Managing Director of the Company, for a period of 5 (five) years with effect from 13th July, 2022 as per the terms and conditions mutually agreed upon between the Company and Mr. Deepak Kumar Soni.

RESOLVED FURTHER THAT, in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the Schedule V of the Companies

Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT, the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Deepak Kumar Soni from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. APPOINTMENT OF MR. BHUPENDRA SUTHAR (DIN: 009670612) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY :

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(2), 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) , Mr. Bhupendra Suthar (DIN:009670612) who was appointed as a Non-Executive Director of the company and who has submitted Declaration under Section 149(7) of the Companies Act, 2013 to the effect that he has fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become director of the company under section 164 of the Companies Act, 2013 as well as not having incurred any disqualifications and fulfilling all the criteria for being an independent Director of the company, be and is hereby appointed as a Non-Executive Director of the company with the effect from 13th July, 2022.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For, Eureka Industries Limited

**Place: Ahmedabad
Date: 31/08/2022**

**SD/-
Deepak Kumar Soni
Managing Director
DIN: 09670815**

NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment is annexed hereto.
3. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investor holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from, **24th SEPTEMBER, 2022 to 30th SEPTEMBER, 2022**(both days inclusive) in connection with AGM.
6. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
7. Members are requested to quote Folio number in all their correspondences.
8. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.
9. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2022 is uploaded on the Company's website and may be accessed by the members.
10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **23RD SEPTEMBER, 2022** who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by NSDL, through their portal www.evoting.nsdl.com in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and (ii) voting through electronic means shall commence from **09.00 A.M. on 27TH SEPTEMBER, 2022 and end at 5:00 P.M. on 29TH SEPTEMBER, 2022** Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote at the Venue of Annual General Meeting.
13. The Member who transfers his / her shares after the Cut-off date i.e. **23RD SEPTEMBER, 2022** is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
14. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **23RD SEPTEMBER, 2022** may request to the Company on registered mail ID of the company i.e. eurekaindltd@gmail.com to obtain the User ID & Password.
15. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of NSDL <https://www.evotingindia.co.in> on or before **10.00 A.M. ON 02nd OCTOBER, 2022** and communicated to the BSE Limited where the shares of the Company are listed.
16. 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 RTA for consolidation into a single folio. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

17. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialized. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.

Place: Ahmedabad

Date: 31/08/2022

For, Eureka Industries Limited

**SD/-
Deepak Kumar Soni
Managing Director
DIN:09670815**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item no: 4**

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification from “Promoter and Promoter Group” category to “Public” category. In terms of the said Regulation on 27th August, 2022, the Company received requests for reclassification from the following shareholders regarding their respective shareholding into the Company –

S. No	Name of the Entity/Company	No. Of Equity Share Held	% of Total Equity Share Capital
1	Mr. Sanjeevkumar M. Chhajer	Nil	Nil
2	Mr. Rajeevkumar Malchand Chhajer	Nil	Nil
3	Ms. Manju Sushil Kejriwal	Nil	Nil
4	Mr. Sushil Radhakrishnan Kejriwal	Nil	Nil
5	M/s Bumaco Marketing Pvt. Ltd.	Nil	Nil
6	M/s Yash Fabritex Pvt. Ltd.	Nil	Nil
7	M/s. Ambica Taptex Pvt. Ltd	Nil	Nil
8	Ms. Indu Sajjan Kejriwal	Nil	Nil

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A (3)(b) of the SEBI Listing Regulations, 2015, the aforesaid shareholders seeking reclassification have confirmed that:

- i) They together do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the board of directors (including not having a nominee director) of the Company;
- v) They do not act as a key managerial person in the Company;
- vi) They are not ‘wilful defaulters’ as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the SEBI Listing Regulations, 2015 and other regulations as applicable to them in respect of the said reclassification

The said requests for reclassification were considered and analyzed by the Board of Directors at its meeting held on 31st August, 2022, which require members’ approval by way of an Ordinary Resolution and stock exchanges’ approval subsequently. Accordingly, the Board recommends the resolution set out at Item No. 4 of the Notice, for the approval of the members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested in the resolution set out at Item No. 4 of the Notice.

Item no: 5

Pursuant to Recommendation of Nomination and remuneration committee the members of the Board of the company had, vide their resolution dated 13th July, 2022, appointed Mr. Deepak Kumar Soni as an executive Director of the Company for the term of 5 years w.e.f. 13th July 2022 is now being placed before the members for their approval.

The Brief Profile and the nature of Expertise of the Director has been mentioned in the table of Information pursuant to Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirement) regulations, 2015. He has submitted Declaration under Section 149(7) of the Companies Act, 2013 and is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Ordinary Resolution for Shareholders Approval.

None of the Directors or Key managerial persons of the company or their relatives except Mr. Deepak Kumar Soni is concerned or Interested, financial or otherwise in the resolution set out in Item no. 5.

Item No. 6

Pursuant to Recommendation of Nomination and remuneration committee the members of the Board of the company had, vide their resolution dated 13th July, 2022, appointed Mr. Bhupendra Suthar as a non executive Director of the Company w.e.f. 13th July, 2022 is liable to retire by rotation now being placed before the members for their approval.

The Brief Profile and the nature of Expertise of the Director has been mentioned in the table of Information pursuant to Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirement) regulations, 2015. He is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Ordinary Resolution for Shareholders Approval.

None of the Directors or Key managerial persons of the company or their relatives except Mr. Bhupendra Suthar is concerned or Interested, financial or otherwise in the resolution set out in Item no. 6.

For Eureka Industries Limited

**SD/-
Deepak Kumar Soni
Managing Director
DIN: 09670815**

**Place: Ahmedabad
Date: 31/08/2022**

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 30th ANNUAL GENERAL MEETING

{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}

NAME	Mr. Deepak Kumar Soni	Mr. Bhupendra Sutahr
DIN	09670815	09670612
Designation	Managing Director	Director
Date of Birth	04/03/1983	08/05/1995
Date of Appointment	13/07/2022	13/07/2022
Qualification and experience in specific functional area	He is a businessman holding an experience to hold a business efficiently with proper management skills more than 10 years.	He has experience in day-to-day business activity to managing resources.
Directorship held in other companies*	0	0
Membership/ Chairmanships of Committee in other Public Companies	NIL	NIL
Shareholding of Non-executive Director	N.A	NA
Relationships between Directors inter-se	N.A	NA

Place: Ahmedabad
Date: 31/08/2022

For Eureka Industries Limited
SD/-
Deepak Kumar Soni
Managing Director
DIN: 09670815