



**31st ANNUAL REPORT
2022-23**

CORPORATE INFORMATION➤ **BOARD OF DIRECTORS:**

MS. MAMTA PRAHLAD NISHAD (DIN: 10232506)
 MR. BHOOMIT CHAUDHARY (DIN 09827837)
 MR. ALTAF HUSAIN (DIN 10232858)
 MS. MADHU DEVI (DIN: 10267719)
 MR. VINAY NISHAD (DIN: 10268007)
 MR. RAKESH KUMAR (DIN: 10269583)

Managing Director
 Non-Executive Director
 Non-Executive Director
 Independent Director
 Independent Director
 Independent Director

➤ **COMPANY SECRETARY**

MS. DIVYA AGARWAL
 (Resigned as on 29.12.2022)

➤ **CHIEF FINANCE OFFICER**

MR. DEEPAK KUMAR SONI
 (Resigned as on 21.08.2022)

➤ **AUDITORS:**

V S S B & ASSOCIATES,
 CHARTERED ACCOUNTANTS,
 AHMEDABAD

➤ **SECRETARIAL AUDITORS:**

PALI WAL & CO.
 COMPANY SECRETARIES,
 AHMEDABAD

➤ **BANKERS:**

DENA BANK, AHMEDABAD

➤ **REGISTERED OFFICE:**

1001, Shitiratna ,
 10th floor Panchvati, Ellisbridge Ellisbridge
 Ahmadabad City Ahmedabad -380006
 Gujarat (India)
Tel:- 079-48918799
 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

NOTICE TO MEMBERS:**31st ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of the Company will be held on Saturday, 30th day of September, 2023 at 2:00 P.M. at the Registered Office of the Company at 1001, Shitiratna, 10th floor Panchvati, Ellisbridge Ellisbridge Ahmadabad City Ahmedabad-380006 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, 2023 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. Aashish Kumar Modi (DIN:07814188) who retires by rotation and being eligible for re-appointment offers himself for re-appointment.

3. TO APPOINTMENT OF AUDITOR AND FIX THEIR REMUNERATION 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 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 Auditors of the Company for the financial year 2023-24;

"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."

SPECIAL BUSINESS:**4. APPOINTMENT OF MR. BHOOMIT SHAILENDRASINH CHAUDHARY (DIN: 09827837) 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), 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. Bhoomit Shailendrasinh Chaudhary (Din: 09827837) who was appointed as a Non-Executive Additional Director of the company be and is hereby appointed as Non-Executive Director of the Company;

"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."

5. APPOINTMENT OF MS. MAMTA PRAHLAD NISHAD (DIN: 10232506) 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 Ms. Mamta Prahlad Nishad (DIN: 10232506) as the Managing Director of the Company, for a period of 5 (five) years with effect from 21st August, 2023 as per the terms and conditions mutually agreed upon between the Company and Ms. Mamta Prahlad Nishad.

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.

6. APPOINTMENT OF MS. MADHU DEVI (DIN: 10267719) AS AN INDEPENDENT DIRECTOR OF THE COMPANY :

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152(2), 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) , Ms. Madhu Devi (DIN: 10267719) who was appointed as an additional director in the capacity of an Independent Director of the company be and is hereby appointed as Independent Director of the Company;

“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.”

7. APPOINTMENT OF MR. VINAY NISHAD (DIN: 10268007) AS AN INDEPENDENT DIRECTOR OF THE COMPANY :

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152(2), 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. Vinay Nishad (DIN: 10268007) who was appointed as an additional director in the capacity of an Independent Director of the company be and is hereby appointed as Independent Director of the Company;

“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.”

8. APPOINTMENT OF MR. RAKESH KUMAR (DIN: 10269583) AS AN INDEPENDENT DIRECTOR OF THE COMPANY :

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152(2), 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. Rakesh Kumar (DIN: 10269583) who was appointed as an additional director in the capacity of an Independent Director of the company be and is hereby appointed as Independent Director of the Company;

"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."

9. APPOINTMENT OF MR. ALTAH HUSAIN (DIN: 10232858) 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), 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. Altaf Husain (DIN: 10232858) who was appointed as a Non-Executive Additonal Director of the company be and is hereby appointed as Non-Executive Director of the Company;

"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."

10. ALTERATION IN OBJECT CLAUSE OF THE COMPANY :

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Shareholders of the Company be and is hereby accorded by special resolution, to replace the existing main objects of the Company with the following in clause 3 (a) of the Memorandum of Association of Company;

To cultivate, grow, produce, harvest raise or deal, import or export in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds, cereals, pulses , grains, rice, lentils, cash crops, corn, hay and straw, vitalisers, manures, repellent and herbal products etc and to undertake and provide consulting and support services like processing and preservation of produce or storage facilities, to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property for agriculture and related activities.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard including the necessary form filing with ROC, by the Board in the best interest of the Company and its shareholders.."

Place: Ahmedabad
Date: 06/09/2023

For, Eureka Industries Limited

Mamta

Mamta Prahlad Nishad
Managing Director
DIN: 10232506

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, 2023 to 30th SEPTEMBER, 2023**(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, 2023 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, 2023** 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, 2023 and end at 5:00 P.M. on 29TH SEPTEMBER, 2023** 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, 2023** 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, 2023** 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 **02nd OCTOBER, 2023** and communicated to the BSE Limited where the shares of the Company are listed.
16. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.eurekaindustries.in and on the website of NSDL immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges.
17. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail

at eurekaindLtd@gmail.com.

18. 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.
19. 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: 06/09/2023

For, Eureka Industries Limited

Mamta

Mamta Prahlad Nishad
Managing Director
DIN: 10232506

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

Pursuant to Recommendation of Nomination and remuneration committee the members of the Board of the company had, vide their resolution dated 29th December, 2022, appointed Mr. Bhoomit Shailendrasinh Chaudhary as a non executive Director of the Company w.e.f. 29th December, 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. Bhoomit Shailendrasinh Chaudhary is concerned or interested, financial or otherwise in the resolution set out in Item no. 4.

Item no: 5

Pursuant to Recommendation of Nomination and remuneration committee the members of the Board of the company had, vide their resolution dated 21st August, 2023, appointed Ms. Mamta Prahlad Nishad as a Managing Director of the Company w.e.f. 21st August, 2023 is liable to retire by rotation now being placed before the members for their approval.

The Breif 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. She is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Special Resolution for Shareholders Approval.

None of the Directors or Key managerial persons of the company or their relatives except Ms. Mamta Prahlad Nishad 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 21st August, 2023, appointed Ms. Madhu Devi as a Independent Director of the Company w.e.f. 21st August, 2023 is now being placed before the members for their approval.

The Breif 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. She is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Special Resolution for Shareholders Approval.

None of the Directors or Key managerial persons of the company or their relatives except Ms. Madhu Devi is concerned or interested, financial or otherwise in the resolution set out in Item no. 6.

Item no: 7

Pursuant to Recommendation of Nomination and remuneration committee the members of the Board of the company had, vide their resolution dated 21st August, 2023, appointed Mr. Vinay Nishad as an Independent Director and Chairman of the Company w.e.f. 21st August, 2023 is now being placed before the members for their approval.

The Breif 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 Special Resolution for Shareholders Approval.

None of the Directors or Key managerial persons of the company or their relatives except Mr. Vinay Nishad is concerned or interested, financial or otherwise in the resolution set out in Item no. 7.

Item no: 8

Pursuant to Recommendation of Nomination and remuneration committee the members of the Board of the company had, vide their resolution dated 21st August, 2023, appointed Mr. Rakesh Kumar as an Independent Director of the Company w.e.f. 21st August, 2023 is now being placed before the members for their approval.

The Breif 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 Special Resolution for Shareholders Approval.

None of the Directors or Key managerial persons of the company or their relatives except Mr. Rakesh Kumar is concerned or interested, financial or otherwise in the resolution set out in Item no. 8.

Item no: 9

Pursuant to Recommendation of Nomination and remuneration committee the members of the Board of the company had, vide their resolution dated 25th July, 2023, appointed Mr. Altaf Husain as a non executive Director of the Company w.e.f. 25th July, 2023 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. Altaf Husain is concerned or interested, financial or otherwise in the resolution set out in Item no. 9.

Item no: 10

Considering the present scenario and for smooth functioning and expansion of the Company, business objects need to be altered. Considering the future business plans, one objects is amended to existing Memorandum of Association of the Company.