

22ND

ANNUAL REPORT

2011-2012

INDO EURO INDICHEM LIMITED (Previously known as Rinku Polychem Ltd)

Place: Mumbai
Date: 01.09.2012

Registered Office:
B-7 to B-16,
Carnation Road,
Mumbai-413501

By Order Of The Board Of Directors
For Indo Euro Indchem Limited

Sd/-
Mr. V. S. J. Jadhav
Chairman

Indo Euro Indchem Limited
(Previously Known as Rinku Polychem Ltd)

INDO EURO INDICHEM LIMITED

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**22nd ANNUAL REPORT
2011-2012**

BOARD OF DIRECTORS

Mr. Vardhman C. Shah
Mr. Jaysukh C. Shah
Mr. Akshit B. Lakhani
Mr. Paresh M. Valani
Mr. DipakKumar P. Pandya
Mr. Vinayak T. Sarkot

Chairman & Managing Director
Executive Director
Executive Director
Independent Director
Independent Director
Independent Director

AUDITORS

M/s V.S.Lalpuria & Co.
Chartered Accountants

REGISTERED OFFICE

B-9 to B-16 MIDC,
Osmanabad,
Maharashtra- 413501.

CORPORATE OFFICE

78/C, The Dawn Building, 1st Floor
7th Golibar Road, Santacruz East,
Mumbai – 400 055

REGISTRAR & SHARE TRANSFER AGENTS

M/s.SHAREX INDIA PVT.LTD.
17/B, Dena Bank Building, 2nd Floor,
Horniman Circle, Fort, Mumbai - 400001

NOTICE:

Notice is hereby given that the Twenty-second Annual General Meeting of the Members of Indo Euro Indchem Limited (previously known as Rinku Polychem Limited) will be held on Saturday, 29th day of September, 2012 at 1:00 P.M. at B-9 to B-16 Osmanabad Maharashtra- 413501 to transact the following business, with or without modifications.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2012 and Profit & Loss Account for the period ended on that date along with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Akshit Balwantrao Lakhani Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Jaysukh Chhaganlal Shah Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act 1956, Mr. Vinayak Trimbak Sarkhot, who was appointed by the Board of Directors as Additional Director as per the provisions of Section 260 of Companies Act 1956, at their meeting held on 19th March, 2012 and who hold office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing along with requisite Deposit as per the provisions of Section 257 of Companies Act 1956 from a member proposing the candidature of Mr. Vinayak Trimbak Sarkhot, for the office of the Director, be and is hereby appointed as a Director of the Company.”

6. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act 1956, Mr. Paresh Maganlal Valani, who was appointed by the Board of Directors as Additional Director as per the provisions of Section 260 of Companies Act 1956, at their meeting held on 19th March, 2012 and who hold office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing along with requisite Deposit as per the provisions of Section 257 of Companies Act 1956 from a member proposing the candidature of Mr. Paresh Maganlal Valani, for the office of the Director, be and is hereby appointed as a Director of the Company.”

Place: Mumbai.
Date: 01.09.2012

By Order Of The Board Of Directors
For Indo Euro Indchem Limited

Registered Office:
B-9 to B-16,
Osmanabad,
Mumbai-413501

Sd/-
Mr. Vardhaman C. Shah
Chairman

Indo Euro Indchem Limited
(Previously Known as Rinku Polychem Ltd)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING AND ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The relevant Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
3. The members are requested to notify immediately changes, if any, in their registered address to the Company's Registrar & Share Transfer Agent M/S Sharex India Pvt. Ltd., 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Mumbai-400001, email ID: sharexindia@vsnl.com.
4. Members are requested to write their Folio Number in the Attendance Slip for easy identification at the meeting and number of shares held by them.
5. The Share Transfer Books and the Register of Members will remain closed from Thursday, 27th day of September, 2012 to Saturday, the 29th day of September 2012 (both days inclusive).
6. At the ensuing Annual General Meeting, Mr. Akshit B. Lakhani and Mr. Jaysukh C. Shah Directors, retire by rotation and being eligible offer themselves for re-appointment, the brief resume of these directors is as under:

Name	Mr. Akshit B. Lakhani	Mr. Jaysukh C. Shah
Age	27 years	59 years
Qualification	M.com	BCom
Expertise in Specific Area	Trading & Administration	Research & Development
Date of First Appointment on the Board of the Company	1 st March, 2011	5 th March, 1992
Name(s) of the other companies in which Directorship held and Committee Membership/Chairmanship held.	1) Jmc Exim India Pvt Ltd 2) Jmc Impex India Pvt Ltd. 3) JIC Hykon Builders & Developers Pvt Ltd 4) Prime décor Laminate Pvt Ltd 5) Gadia Mercantile Pvt Ltd 6) Silikon Vyapar Pvt Ltd.	Nil

7. At the ensuing Annual General Meeting, Mr. Vinayak Trimbak Sarkhot and Mr. Paresh Maganlal Valani, who were appointed by the Board of Directors as Additional Directors on 01.03.2011 during the year, retire by completion of their term and being eligible offer themselves for reappointment, the brief resume of these directors is as under:

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Name	Mr. Vinayak Trimbak Sarkhot	Mr. Paresh Maganlal Valani
Age	61 years	
Qualification	BCom	
Expertise in Specific Area	Investment, Finance and Industry matters	
Date of First Appointment on the Board of the Company	19 th March, 2012	19 th March, 2012
Name(s) of the other companies in which Directorship held and Committee	1. Finalysis Credit And Guarantee Company Limited 2. B Nanji Enterprises Ltd 3. The Thana Electric Supply Company Limited 4. Southern Switchgear Limited	Nil

8. Shareholders desiring any information as regards to the Accounts are requested to write to the Company at least Seven days in advance of the Annual General Meeting so that the information, to the extent practicable, can be made available at the Annual General Meeting.
9. **Green initiative in Corporate Governance:** The Government Of India, Ministry Of Corporate Affairs (MCA) vide its circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 has taken a "Green Initiative" and has allowed companies to make service of documents including Annual Report, Audited Financial Statements, Director's Report, Auditor's Report, etc. to the members through the electronic mode, to the registered email addresses of the members. This is a golden opportunity to contribute to our Nation at large. All you have to do is to register your e-mail address with the company to receive communication through the electronic mode.

MANAGEMENT DISCUSSION AND ANALYSIS

As required by clause 47 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis Report are appended.

DIRECTORS

Mr. Ashish B. Lakshani and Mr. Jayashankar Sankar were re-elected as the existing Annual General Meeting and being eligible for re-election. Your Directors recommended their re-appointment.

Mr. Vinayak Trimbak Sarkhot and Mr. Paresh Maganlal Valani were appointed as additional directors of the Company on 19.3.2012 by the Board of Directors of the Company. At their meeting, as per the provisions of Section 256 of Companies Act 1956, they held office of the Company up to the conclusion of the meeting. Annual General Meeting. As required by Section 257 of the Companies Act 1956, a notice had been received from a member signifying his intention to propose their candidature as Directors of the Company. The Board recommended their appointment as Directors.

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EXPLANATORY STATEMENT
PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item No. 4 & 5

Mr. Vinayak Trimbak Sarkhot and Mr. Paresh Maganlal Valani were appointed as additional directors of the Company on 19.3.2012 by the Board of Directors of the Company, at their meeting, as per the provisions of Section 260 of Companies Act 1956. They hold office of the Company up to the conclusion of the ensuing Annual General Meeting. As required by Section 257 of the Companies Act 1956, a notice has been received from a member signifying his intention to propose their candidature as Directors of the Company. The Board recommends their appointment as Directors.

All the Directors are concerned or interested in this resolution.

Place: Mumbai.
Date: 01.09.2012

By Order Of The Board Of Directors
For Indo Euro Indchem Limited

Registered Office:
B-9 to B-16,
Osmanabad,
Mumbai-413501

Sd/-
Mr. Vardhaman C. Shah
Chairman

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their **TWENTY SECOND ANNUAL REPORT** together with the Audited Accounts of the Company for the year ended on 31st day of March 2012.

FINANCIAL HIGHLIGHTES:

(Rs. in Lac)

	For the year ended on 31.03.2012	For the year ended on 31.03.2011
Turnover	4,86,84,061.00	2,60,23,330.00
Other Income	36,70,546.00	68,09,294.00
Increase / Decrease in Stock	3,39,331.00	-
Total Income	5,23,54,607.00	3,28,32,624.00
Total Expenditure	4,50,96,545.00	2,75,19,527.00
Exceptional Items	61,28,382.00	46,89,932.00
Profit / (Loss) before Taxation	11,29,680.00	6,23,165.00
Provision for Tax	2,15,261.00	1,15,535.00
Deferred Tax	(2,49,344.00)	(5,08,704.00)
Profit / (Loss) after Taxation	6,65,075.00	(1,074.00)
Balance b/f from Previous Year	19,39,051.00	19,40,124.00
Earlier Year Adjustments	-	-
Balance Carried to Balance Sheet	26,04,126.00	19,39,050.61

OPERATIONAL REVIEW:

The Sales for the period ended 31.03.2012 were at Rs.4,86,84,061/- as against Rs. 2,60,23,330/- for the previous year ended 31.03.2011. The Profit / (Loss) after tax is Rs. 6,65,075/- against loss of Rs. (1,074/-) for the previous year ended 31.03.2011.

DIVIDEND:

In view of the revival of the company's operation, your Directors have decided not to recommend any dividend on account for the year under operation.

MANAGEMENT DISCUSSION AND ANALYSIS:

As required by clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis Report are appended.

DIRECTORS:

Mr. Akshit B. Lakhani and Mr. Jaysukh Shah, retire by rotation at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. Your Directors recommend their re-appointment.

Mr. Vinayak Trimbhak Sarkhot and Mr. Paresh Maganlal Valani were appointed as additional directors of the Company on 19.3.2012 by the Board of Directors of the Company, at their meeting, as per the provisions of Section 260 of Companies Act 1956. They hold office of the Company up to the conclusion of the ensuing Annual General Meeting. As required by Section 257 of the Companies Act 1956, a notice has been received from a member signifying his intention to propose their candidature as Directors of the Company. The Board recommends their appointment as Directors.

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Mr. Bhadrhresh Chhaganlal Shah, director of the Company resigned on 20.03.2012 from the office of director. The Board placed their sincere appreciation for the services rendered by him during his tenure as director.

PERSONNEL:

There were no employees during the year or part of the year drawing remuneration, which falls within the preview of the provisions of Section 217 (2A) of the Companies Act 1956.

CONSERVATION OF ENERGY, ABSORPTION OF TECHNOLOGY & FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information relating to Conservation of Energy, Technology absorption and Foreign Exchange Earning and Outgo as stipulated under Section 217 (1) (e) of the Companies Act 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is set out in the separate statement, attached to this report & forms part of it.

AUDITORS' REPORT:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence do not call, any further comments under Section 217 of the Companies Act 1956.

AUDITORS:

M/s V.S. Lalpuria & Co., Chartered Accountants, retires as Auditors of the Company at the conclusion of the ensuing Annual General Meeting. The Company has received letters from them to effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956.

FIXED DEPOSITS:

The Company has not invited / accepted / renewed any fixed deposits as per the provisions of Section 58 A of the Companies Act 1956 from the public during the year under review.

CORPORATE GOVERNANCE:

A separate report on the Corporate Governance and Management Discussion & Analysis is attached as a part of the Annual Report. The Auditors' Certificate regarding compliance of the conditions of Corporate Governance is also annexed.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 217 (2AA) of the Companies Act 1956, the directors would like to state that:

- i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review.

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- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the Annual Accounts on a going concern basis.

ACKNOWLEDGEMENTS:

Your Company & its Directors wish to extend their sincerest thanks to the Bankers, State Government, Customers, Suppliers and Staff for their continuous co-operation & guidance.

For And On Behalf Of Board Of Directors

Date: 01/09/2012

Place: Mumbai

**Sd/-
Chairman**

ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217 (1) (e) of the Companies Act 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988.

A. CONSERVATION OF ENERGY

The capacity of the plant utilized partially, so there was no need to use Generator.

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.

Sr. No.	Particulars	31-03-2012	31.03.2011
1	Electricity		
a.	Purchased Units	----	----
	Total Amount in Rs.	----	----
	Average Rate	----	----
b.	Own Generation	----	----
	Unit per litre of Diesel	----	----
	Cost per unit	----	----
2	Coal Specify quality where used	----	----
	Quantity (Tonnes)	----	----
	Total Cost	----	----
	Average Cost	----	----
3	Furnance oil	----	----
	Quantity (Lits)	----	----
	Total Amount	----	----
	Average Rate	----	----

B. TECHNOLOGY ABSORPTION

Indigenous technology is used. Continuous efforts are being made to improve the quality.

C. FOREIGN EXCHANGE EARNING AND OUTGO:

Total Foreign Exchange Used: NIL

Total Foreign Exchange Earned: NIL

For And On Behalf Of Board of Directors

Date: 01/09/2012

Place: Mumbai

**Sd/-
Chairman**