

Indo Euro Indchem Limited
(Previously Known as RinkuPolychem Ltd)

25TH

ANNUAL REPORT

2014-2015

INDO EURO INDICHEM LIMITED

(Previously known As RinkuPolychem Ltd)

INDO EURO INDCHEM LIMITED
CIN NO.: L24100MH1990PLC057190

25th Annual Report
2014 - 2015

BOARD OF DIRECTORS:

Mr. VARDHAMAN CHHAGANLAL SHAH	: CHAIRMAN&MANAGING DIRECTOR
Mr. AKSHIT BALWANTRAI LAKHANI	: EXECUTIVE DIRECTOR
Mr. JAYSUKH SHAH CHHGANLAL	: EXECUTIVE DIRECTOR
Mr. DIPAKKUMAR PRATAPRAI PANDYA	: INDEPENDENT DIRECTOR
Mr. PARESH MAGANLAL VALANI	: INDEPENDENT DIRECTOR
MRS. RIMA BANDYOPADHYAY	: INDEPENDENTWOMEN DIRECTOR

COMPLIANCE OFFICER:

Vardhaman Shah

STATUTORY AUDITORS:

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

REGISTERED OFFICE:

B-9 TO B-16 MIDC,OSMANDABAD,
Maharashtra-413501.

REGISTRAR TRANSFER AGENTS:

M/S SharexDynamic (India) Private Limited
Unit 1, Luthra Industries Premises,
Andheri –Kurla Road, Safed Pool,
Andheri(E),Mumbai – 400 072

INDO EURO INDICHEM LIMITED
Red Office: B-9 TO B-16 MIDC, OSMANDABAD, Maharashtra-413501.
CIN No.L24100MH1990PLC057190

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the shareholders of M/s Indo Euro Indchem Limited shall be held on Tuesday, the 29th day of September, 2015 at 11 a.m. at registered office of the company at B-9 TO B-16 MIDC, Osmanabad, Maharashtra-413501 to transact the following businesses as:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2015 together with the Reports of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Jaysukh C Shah (DIN: 00334286) who retires by rotation and being eligible, seeks re - appointment.
3. To ratify the appointment of Chartered Accountants and to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:-**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. V S Lalpuria & Co., Chartered Accountants (Firm Registration No.105581W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

4. Appointment of Mrs. Rima Bandyopadhyay (DIN: 0691771) as an Independent Women Director and in this regard 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, 150, 152 and any other

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applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Listing Guidelines, Mrs. Rima Bandyopadhyay(DIN 0691771), who was appointed as an Additional Women Director of the Company by Board of Directors in the Board Meeting held on March 25, 2015 in terms of Section 161 of the Companies Act, 2013 and being fit for appointment as an Independent Director under the provisions of Companies Act, 2013 and is consented to become Independent Director, be and is hereby appointed as an Independent Women Director of the Company to hold office for a term of 5 years up to March 31, 2020.”

By order of the Board of Directors
For INDO EURO INDICHEM LIMITED

Registered Office:
B-9 TO B-16 MIDC,
OSMANDABAD-413501

Sd/-
VARDHMAN SHAH
Chairman
(DIN No:00334194)

Date: 14th August, 2015

Place: Mumbai

Notes:

1. Explanatory statement pursuant to Section 102(1) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under with respect to Special Business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE ‘MEETING’) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
3. Proxy/Proxies submitted on behalf of limited Companies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) members and holding in the aggregate not more than ten (10) per cent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but shall not have a right to vote.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 26th day of September 2015 to Tuesday, the 29th day of September 2015(both days inclusive) for determining the name of Members.
6. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company’s Registrar and Share Transfer Agents before the closure of the Register of Members for registration.

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7. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members holding shares in physical form and wishing to make / change in a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company.
9. The Company has entered into necessary arrangement with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant.
10. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
12. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.

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13. Members are requested to mention their Folio Number/ Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.
14. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission at the entrance to the place of the meeting.
15. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.
16. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote, whether in person or by proxy.
17. Members are requested to contact the Company's RTA for reply to their queries/redressal of complaints.
M/S SharexDynamic (India) Private Limited
Unit 1, Luthra Industries Premises,
Andheri –Kurla Road, Safed Pool,
Andheri(E) ,Mumbai – 400 072
Email ID: sharexindia@vsnl.com
18. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment/ re-appointment of the Director, a statement containing details of the concerned Directors is given below :

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Details of Director Seeking Re-Appointment/Appointment at the Annual General Meeting

Name	Mr. Jaysukh Shah	Mrs.RimaBandyopadhyay
Date of Birth	10 th December, 1953	2 nd December,1972
Directors Identification Number (DIN)	00334286	06919771
Age	62	43
Qualification	B.Com	B.Sc
Expertise in Specific Area	Research & Development	Experience in Cosmetologist
Date of first Appointment on board of the Company	5th March, 1992	25 th March, 2015
Shareholding in Indo Euro Indchem Limited	6,15,000	Nil
List of Directorship held in other companies	Nil	1.Transsource India Private Limited
Membership/Chairmanships of Audit and stakeholders relationship committees	Nil	Nil

19. Voting through electronic means:

- i.** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19 March 2015 and Clause 35B of the Equity Listing Agreement, the Company is pleased to provide to the members, the facility of voting by electronic means in respect of business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting (“remote e-voting”) and the same will be provided by Central Depository Services (India) Limited (CDSL).
- ii.** The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have casted their vote electronically would

be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.

- iii. The remote e-voting period commences on Saturday, 26th September, 2015 (9.00 A.M. IST) and ends on Monday, 28th September, 2015 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on **Tuesday, 22nd September, 2015 (5.00 P.M. IST)**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on Monday, 28th September 2015 after 5.00 P.M. IST. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- iv. The company has appointed Mr. Anish Gupta of M/s Anish Gupta & Associates, a practicing Company Secretary (Firm Registration No. 4092) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, 26th September, 2015 (9.00 A.M. IST) and ends on Monday, 28th September, 2015 (5.00 P.M. IST). 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) Tuesday, 22nd September, 2015 (5.00 P.M. IST) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (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.

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	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 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 1 then enter RA00000001 in the PAN Field.
<div>Dividend Bank Details</div> <div>OR Date of Birth (DOB)</div>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) If you are a first time user follow the steps given below:
- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach 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.