

EUREKA INDUSTRIES LIMITED

311-B, Hanikrishna Complex, B/h. City Gold Cinema, off Ashram Road, AHMEDABAD-380 009. (INDIA)
E-mail : eurekaindltd@gmail.com Tel : +91 79 30006294 • CIN NO. : L91110GJ1992PLC018524

FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

| | | |
|---|-----------------------------------------------|------------------------------|
| 1 | Name of the Company | Eureka Industries Limited |
| 2 | Annual Financial Statement for the year ended | 31 st March, 2015 |
| 3 | Type of Audit Observation | Un-qualified |
| 4 | Frequency of Observation | Not Applicable |
| | | |

For Eureka Industries Limited

K.A. Gandhi
Ketan Gandhi
Managing Director



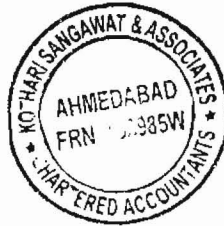
Aashish Modi
Aashish Modi
CFO

Yashdeep Jajpura
Yashdeep Jajpura
Chairman of Audit Committee

For Kothari Sangawat & Associates

Chartered Accountants
FRNo. 132985W

Sunil Kothari
Sunil Kothari
Partner
M. No. 104384



23rd

ANNUAL REPORT

FOR THE YEAR 2014 – 2015

EUREKA INDUSTRIES LIMITED

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BOARD OF DIRECTORS:

| | |
|-----------------------------------------|--------------------------------------------|
| Mr. Narayan B. Prajapati (DIN 02533184) | Director |
| Mr. Ketan A. Gandhi (DIN 02553466) | Managing Director |
| Mr. Gunjan Choudhary (DIN 01580569) | Director |
| Mr. Yashdeep D. Jajpura (DIN 03557155) | Director |
| Miss. Aarefa O. Dudhwala (DIN 07127418) | Additional Director (w.e.f. 31/03/2015) |

COMPANY SECRETARY

Mr. Pareshkumar K. Parmar

CHIEF FINANCE OFFICER

Mr. Aashish M Modi

AUDITORS:

M/s. Kothari Sangawat & Associates
Chartered Accountants
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 : eurekaindltd@gmail.com
Web: www.eurekaindustries.in

REGISTRAR & SHARE TRANSFER AGENT:

Sharepro Services (I) Private Limited
416-420, 4th Floor,
Devanandan Mall,
Ashram Road,
Elissbridge
Ahmedabad-380006
Email Id: sharepro.ahmedabad@shareproservices.com

NOTICE TO MEMBERS:

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of the Company will be held on Monday, 28th day of September, 2015 at 10.00 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, 2015, 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 reappointment.
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 at the remuneration as may be decided by the Board of Directors”.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.

“RESOLVED THAT Miss. Aarefa O. Dudhwala (DIN: 07127418), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31.03.2015, in terms of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to March 31, 2020, not liable to retire by rotation.”

5. To reconfirm authority to the Board of Directors for borrowing money upto Rs. 20 Crores and in this regard to consider and if thought fit, to pass with or without modifications(s), the following resolution as a Special Resolution:

RESLOVED THAT pursuant to the provision of Section 180(1)(c) of the Companies Act,2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force)(‘the Act’) and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the Board of Directors(hereinafter referred as “Board” which term shall include a Committee thereof authorized for the purpose) of the Company to borrow in any manner from time to time any sum or sums of money(including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India and abroad, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money may be borrowed by the Board and outstanding at any one time shall not exceed the sum of Rs. 20 Crores (Twenty Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient for the purpose of giving effect to this resolution.

6. To approve creation of charge/security over the assets/undertaking of the Company in respect of borrowing and in this regard to consider and if thought fit, to pass with or without modifications(s), the following resolution as a Special Resolution :

RESOLVED THAT pursuant to the provisions of section 180(1)(a) of the Companies Act,2013 and rules made there under (including any statutory modifications or re-enactment thereof for the time being in force)(the Act) and other applicable provisions, if any, of the Act, the consent of the company be and is hereby accorded to the Board of Directors(hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company to mortgage, hypothecate, pledge and/ or charge in addition to the existing charges, mortgages and hypothecation created by the company, on such movable and immovable properties of the company, both present and future and /or any other assets or properties, either tangible or intangible, of the company on such terms, at such time, in such form and in such manner as the board may deem fit, together with power to take over the management and the business and concern of the company in case of certain events of defaults, in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of any loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees from time to time, up to the limits approved or as may be approved by the shareholders under section 180(1)(c) of the Act along with interest, additional interest, accumulated interest , liquidated charges, commitment charges or costs, expenses and all other monies payable by the company including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary and expedient for the purpose of giving effect to this resolution.

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. 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.
6. 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.
7. 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.

8. The Register of Members and Share Transfer Books will remain closed from September 19, 2015 to September 28, 2015 (both days inclusive) for the purpose of Annual General Meeting.
9. Copies of the Annual Report 2015 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 2015 are being sent by the permitted mode.
10. Members are requested to notify the changes, if any, in their registered address to the Registrar and Share Transfer Agent.
11. Members are requested to bring their copy of Annual Report to the meeting.
12. 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.
13. The Company's shares are listed with The Bombay Stock Exchange Limited, Mumbai.
14. Detail of Directors seeking appointment / reappointment at the ensuing Annual General Meeting (Pursuant to clause 49 of the Listing Agreement) is annexed herewith.
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. 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, the company is pleased to provide members facility to exercise their voting rights at the 23rd Annual General Meeting (AGM) held on 28th September, 2015, 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 25th September, 2015 at 10.00 am and ends on 27th September, 2015 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 21st September, 2015, 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
 - 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.
- (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. The Sequence Number is printed on mailing slip. 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 | <p>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.</p> |
| 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.
- (xix) **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.
- (xx) 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. 21st September, 2015 shall view the Notice of the 23rd 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.
- (xxi) 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.
- (xxii) 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.
- (xxiii) 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).

EXPLANATORY STATEMENT (Pursuant To Section 102(1) of the Companies Act, 2013)**No. 4**

Miss. Aarefa O. Dudhwala (DIN 07127418) was appointed as an Additional Director by the Board of Directors on 31st March, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013, pursuant to the said section the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of section 160 of the Companies Act, 2013. Miss. Aarefa O. Dudhwala is not disqualified from being appointed as a Director in terms of section 164 of the act. Section 149 of the Act stipulates the criteria of Independence and pursuant to said section an independent director can hold office for a term upto 5(five) consecutive years on the Board of the company and shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Miss. Aarefa O. Dudhwala that she meets the criteria of Independence as prescribed under sub- section(6) of section 149 of the Act and under Clause 49 of the Listing Agreement. Brief resume of Aarefa O. Dudhwala together with other details as required under clause 49 of the Listing Agreement is provided as an annexure to the notice calling Annual General Meeting. The Board feels that presence of Miss. Aarefa O. Dudhwala on the Board is desirable and would be beneficial to the company and hence recommend the resolution for adoption.

Except Miss. Aarefa O. Dudhwala, None of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested in the proposed resolution.

No. 5 & 6

In terms of the provisions of Section 180(1)(a) and 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company by a special resolution, borrow moneys, apart from temporary loans, in excess of aggregate of the paid up capital and its free reserves (section 180(1)(c)) nor the Board can create security or create mortgages, charges and hypothecations over the assets of the Company which would be required to secure aforesaid borrowings(section 180(1)(a)).

The above section 180 of the Companies Act, 2013 under which the consent of the Company was required by ordinary resolution.

Accordingly, the shareholders of the Company had accorded consent by ordinary resolutions to the Board of Directors for borrowing any sum or sums of money outstanding at any point of time, not exceeding the sum of Rs. 20 Crores (Rupees Twenty Crores only) and to create security or create mortgages, charges and hypothecations over the assets of the Company to secure above borrowings, at the Annual General Meeting of the Company to be held on 28th September, 2015.

However, the Ministry of Corporate Affairs, New Delhi vide its General Circular No. 4/2014 dated 25th March, 2014 has stated that such ordinary resolutions passed under old Companies Act, 1956 for borrowing money in excess of limits and to create security on undertaking of the Company, shall remain valid up to one year from the commencement of the Companies Act, 2013 i.e. up to 11th September, 2014.

Therefore, it is proposed to reconfirm the limit of such borrowing power of Rs. 20 Crores (Rupees Twenty Crores only). The Board recommends the resolution set out in Item no. 5 & 6 for the approval of the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution.

For Eureka Industries Limited

**Place : Ahmedabad
Date : May 29, 2015**

**Ketan Gandhi
Director**

**Narayan Prajapati
Director**

ANNEXURE TO THE NOTICE:

Notes on directors seeking re – appointment as required under clause 49 of the Listing Agreement entered into with Stock Exchange.

PROFILE OF THE DIRECTOR SEEKING RE APPOINTMENT

| | | |
|------------------------------------------------------|--------------------------|--------------------------------|
| Name of the Director | Mr. Narayan B. Prajapati | Miss. Aarefa O. Dudhwala |
| Director Identification Number | 02533184 | 07127418 |
| Date of Birth | 20.07.1966 | 20.10.1991 |
| Nationality | Indian | Indian |
| Date of appointment on the Board | 15.03.2002 | 31.03.2015 |
| Qualifications | B.com | Company Secretary, B.com |
| Expertise in functional area | Administration | Business Development |
| Number of equity shares held in the Company | Nil | Nil |
| List of Directorships held in other public companies | Nil | Frontline Corporation Limited. |

DIRECTOR'S REPORT

To,
Dear Shareholders,

The Directors present the Annual Report together with the Audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss of Eureka Industries Limited for the year ended on 31st March 2015.

COMPANY'S PERFORMANCE:

Your Company's performance during the year 2014-15 (12 months) and for the period April'13 to March'14 (12 months) is summarized below:

FINANCIAL RESULTS:

The highlights of Financial Results for the year ended on 31st March 2015 are:

| | Current Year (Rs. in Lacs) | Previous Year (Rs. in Lacs) |
|----------------------------------|-------------------------------|--------------------------------|
| Sales and Other Income | 9.61 | 10.00 |
| Profit/(loss) Before Tax | 4.66 | 5.04 |
| Less : Provision of Taxation | 0.89 | 0.89 |
| Net Profit /(Loss) for the year | 3.77 | 4.18 |
| Balance b/f. from previous year | (745.96) | (750.13) |
| Balance Carried to Balance Sheet | (742.19) | (745.96) |

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. 9,60,939. 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 Clause 49 shall not be mandatory to your Company.

COMMITTEES OF THE BOARD:

During the year, in accordance with the provision of Companies Act, 2013, the Board of Directors of the Company has re-named the existing committees viz., Stakeholders Relationship Committee [formerly known as Shareholder's/Investor's Grievance Committee] and Nomination and Remuneration Committee [formerly known as 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 of Clause 49 (II) (A) of the Listing Agreement

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 | Executive director | Member |

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.

The Composition of the Stakeholders Relationship 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 |

REMUNERATION POLICY:

The remuneration of Managerial Person is recommended by the Remuneration Committee and approved by the Board of Directors and Members at the General Meeting.

CASH FLOW STATEMENT:

Cash flow statement in pursuant to Clause 32 of the listing agreement is attached and forms part of the report.

PUBLIC DEPOSITS:

The Company has not accepted any deposit within the meaning of Section 73 to 76 of the Companies Act, 2013 during the year under review.

DIRECTORS:

Mr. Narayan B. Prajapati (DIN 02533184), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. The Board recommends his reappointment.

Confirmation of Appointment:

Pursuant to the provisions of the section 161(1) of the Companies Act, 2013 read with the Articles of Association of the company, Miss. Aarefa O. Dudhwala is appointed as Additional Director and she shall hold office only up to the date of this Annual General Meeting and being eligible offer herself for re-appointment as Independent Director.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013 the Directors state and confirm that:

- (1) In the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (2) Appropriate accounting policies have been selected and applied them consistently and judgments and estimates made that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (3) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguard the assets of the Company and for preventing and detecting fraud and other irregularities ;
- (4) The accounts have been prepared on going concern basis.
- (5) They have laid down internal financial controls in the company that are adequate and were operating effectively.
- (6) They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

LISTING OF EQUITY SHARES WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-16 to Bombay Stock Exchange Ltd, Mumbai where the Company's Shares are listed.

PARTICULARS OF EMPLOYEES:

There is no employee drawing remuneration falling within the limits specified under Section 134(3) and 197 of the Companies Act, 2013 hence no statement is enclosed.

AUDITORS:

M/s. Kothari Sangawat & Associates (FRN 132985 W) Chartered Accountants, Auditors of the company hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Board recommends their appointment as the Statutory Auditors of the company.

The company has received a certificate from the auditors to the effect their re-appointment, if made, would be within the prescribed limit u/s. 141 of the Companies Act, 2013.

Secretarial Audit:

According to the provision of section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Rohit Bajpai & Associates, a Practicing Company Secretary is enclosed as **Annexure B** as a part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

As required under section 134(3)(m) of the companies Act, 2013 read with Rule 8 of the companies (Accounts) Rules 2014, Your Company has no activities relating to Conservation of Energy, Technology Absorption etc.

Foreign Exchange Earning and Outgo: NIL

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of section 135 and schedule VII of the Companies Act, 2013 are not applicable to your Company and hence the Company has not developed and implemented any Corporate Social Responsibility initiatives.

VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.eurekaindustries.in under shareholders/Vigil Mechanism Policy link.

RELATED PARTY TRANSACTIONS:

There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. The Related Party Transaction Policy has been uploaded on the website of the Company at www.eurekaindustries.in under shareholders/ Related Party Transaction Policy link.

RISK MANAGEMENT POLICY:

The Company has laid down a well defined Risk Management Policy. The Board periodically reviews the risk and suggests steps to be taken to control and mitigate the same through a proper defined framework.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is enclosed as **annexure A** herewith.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY:

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

CODE OF CONDUCT

The Company's code of conduct has been complied with by all the members of the Board and selected employees of the Company. The Company has in place a prevention of Insider Trading Code based on SEBI (Insider Trading) Regulation, 1992. This code is applicable to all Directors and designated employees. The code ensures prevention of dealing in shares by persons having access to the unpublished price sensitive information. The Code has been posted on the Company's website www.eurekaindustries.in

NUMBER OF BOARD MEETINGS HELD:

During the financial year 2014-15 under review the Board of Directors met Five times on May 30, 2014, August 14, 2014, November 14, 2014, February 12, 2015 and March 31, 2015.

The Audit Committee met Four times during the financial year on May 30, 2014, August 14, 2014, November 14, 2014, and February 12, 2015.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their gratitude and thank the Customers, Dealers and Suppliers, Investors, Members, Banks, Financial Institutions, Central and State Governments for their continued support and co-operation. Your Directors also thank the employees of the Company across all levels for the sincere and hard work put in by them during the year under review.

For and on behalf of the Board of Directors

**Place : Ahmedabad
Date : May 29, 2015.**

**Ketan A. Gandhi Narayan B. Prajapati
Director Director**

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION AND OTHER DETAILS:

| | | |
|----|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | CIN | L91110GJ1992PLC018524 |
| 2. | Registration Date | 03/11/1992 |
| 3. | Name of the Company | EUREKA INDUSTRIES LIMITED |
| 4. | Category/Sub-Category of the Company | Company Limited by Shares Indian Non-Government Company |
| 5. | Address of the Registered office and contact details | 311-B, Harikrishna Complex, B/h City Gold Cinema, Off Ashram Road , Ahmedabad - 380009 Gujarat Tel:- 079-30006294, Web:- www.eurekaindustries.in E-mail: eurekaindltd@gmail.com |
| 6. | Whether listed Company | Yes, Listed on BSE Limited |
| 7. | Name, Address and Contact details of Registrar and Transfer Agent, if any | Sharepro Services (India) Private Limited 416-420,4th Floor, Devnandan Mall, Ashram Road, Ellisbridge, Ahmedabad-380006 Tel: 079-26582381 to 84 Email Id: sharepro.ahmedabad@shareproservices.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

| Sr. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|-------------------------------------------------|----------------------------------|------------------------------------|
| | | NIL | |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and Address of The Company | CIN/GLN | Holding/ Subsidiary/ Associate | %of shares held | Applicable Section |
|---------|---------------------------------|---------|--------------------------------|-----------------|--------------------|
| NIL | | | | | |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a) Category-wise Shareholding

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|-----------------------------------------------------------------------------------|-------------------------------------------------|----------------|----------------|-------------------|-------------------------------------------|----------------|---------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| 1) Indian | | | | | | | | | |
| a) Individual/ HUF | - | 136300 | 136300 | 1.56 | - | 136300 | 136300 | 1.56 | - |
| b) Central Govt. | - | - | - | - | - | - | - | - | - |
| c) State Govt.(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | - | 1384500 | 1384500 | 15.82 | - | 1384500 | 1384500 | 15.82 | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any Other | - | - | - | - | - | - | - | - | - |
| Sub-total(A) 1 | - | 1520800 | 1520800 | 17.38 | - | 1520800 | 152800 | 17.38 | - |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | 1450000 | 1450000 | 16.57 | - | 1025000 | 1025000 | 11.71 | -4.86 |
| b) Banks / FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | 1600000 | 1600000 | 18.29 | - | 1600000 | 1600000 | 18.29 | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total(B)(1) | - | 3050000 | 3050000 | 34.86 | - | 2625000 | 2625000 | 30.00 | -4.86 |
| 2. Non Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| (i) Indian | - | 991000 | 991000 | 11.33 | - | 1416100 | 1416100 | 16.18 | +4.85 |
| (ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | - | 1369300 | 1369300 | 15.65 | 5600 | 1352500 | 1358100 | 15.52 | -0.13 |
| (ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | - | 1739400 | 1739400 | 19.88 | 366800 | 1384200 | 1751000 | 20.01 | +0.13 |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|--------------------------------------------------------|-------------------------------------------------|----------------|----------------|-------------------|-------------------------------------------|----------------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| c) Others(Specify) | 1327 | - | 1327 | 0.03 | 1327 | - | 1327 | 0.03 | 0 |
| Non Resident Indians | - | 79500 | 79500 | 0.91 | - | 79000 | 79000 | 0.90 | -0.01 |
| Foreign Bodies-DR | - | - | - | - | - | - | - | - | - |
| Sub-total(B)(2) | - | 4179200 | 4179200 | 47.76 | 372400 | 4231800 | 4604200 | 52.62 | +4.86 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | - | 7229200 | 7229200 | 82.62 | 372400 | 6856800 | 7229200 | 82.62 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | - | 8750000 | 8750000 | 100.00 | 372400 | 8377600 | 8750000 | 100.00 | - |

b) Shareholding of Promoters

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in Share holding during the |
|---------|-----------------------|-------------------------------------------|---------------------------------|-------------------------------------------------|-------------------------------------|---------------------------------|-------------------------------------------------|--------------------------------------|
| | | No. of Shares | % of total Share of the Company | % of Shares Pledged/ encumbered to total shares | No. of Shares | % of total Share of the Company | % of Shares Pledged/ encumbered to total shares | |
| 1 | SUSHIL KEJRIWAL | 73400 | 0.84 | - | 73400 | 0.84 | - | - |
| 2 | RAJEEV CHHAJER | 31900 | 0.37 | - | 31900 | 0.37 | - | - |
| 3 | SAJJAN KEJRIWAL | 16000 | 0.18 | - | 16000 | 0.18 | - | - |
| 4 | SANJEEV CHHAJER | 8000 | 0.09 | - | 8000 | 0.09 | - | - |
| 5 | MANJU KEJRIWAL | 7000 | 0.08 | - | 7000 | 0.08 | - | - |
| 6 | YASH FABRITEX PVT LTD | 728300 | 8.32 | - | 728300 | 8.32 | - | - |
| 7 | AMBICA TAPTEX PVT LTD | 547200 | 6.25 | - | 547200 | 6.25 | - | - |
| 8 | BUMACO MARKETING LTD | 70000 | 0.80 | - | 70000 | 0.80 | - | - |
| 9 | BUMACO FINANCE LTD | 39000 | 0.45 | - | 39000 | 0.45 | - | - |
| | TOTAL | 1520800 | 17.38 | - | 1520800 | 17.38 | - | - |

c) Change in Promoters' Shareholding (please specify, if there is no change)

| Sr. No. | | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| | At the beginning of the year | 1520800 | 17.38 | -- | -- |
| | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No changes in Promoters shareholding during the year | | | |
| | At the End of the year | 1520800 | 17.38 | -- | -- |

d) Shareholding pattern of top ten Shareholders
(other than Directors, Promoters and Holders of GDRs and ADRs):)

| Sr. No. | For Each of the Top 10 Shareholders of the Company | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|---------|----------------------------------------------------|-------------------------------------------|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | UNIT TRUST OF INDIA | 1450000 | 16.57 | 1025000 | 11.71 |
| 2 | ISBRAS FINANCE S A | 1000000 | 11.43 | 1000000 | 11.43 |
| 3 | ISBRAS FINANCE SA | 600000 | 6.86 | 600000 | 6.86 |
| 4 | GUJARAT LEASE FINANCING LIMITED | 500000 | 5.71 | 500000 | 5.71 |
| 5 | SHREE VAINKATESHWAR FINSTOCK PVT LTD | - | - | 425000 | 4.86 |
| 6 | AJAY KRISHNA SHARMA | 400000 | 4.57 | 400000 | 4.57 |
| 7 | KAMLESH BAROT | 400000 | 4.57 | 400000 | 4.57 |
| 8 | NANDKISHORE GUPTA | 400000 | 4.57 | 400000 | 4.57 |
| 9 | MAULIK ASHOKKUMAR PATEL | 355200 | 4.06 | 355200 | 4.06 |
| 10 | V B DESAI FINANCE SERVICE LTD | 205300 | 2.35 | 205300 | 2.35 |

e) Shareholding of Directors and Key Managerial Personnel :

| Sr. No. | For Each of the Directors & KMP | Shareholding at the end of the year | | Cumulative Shareholding during the year | |
|---------|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the company |
| 1 | Shareholding of Key Managerial Personnel Mr. Ketan Gandhi At the beginning of the year At the end of the year | NIL | NIL | NIL | NIL |
| | | NIL | NIL | NIL | NIL |
| 2 | Mr. Pareshkumar K Parmar At the beginning of the year At the end of the year | NIL | NIL | NIL | NIL |
| | | NIL | NIL | NIL | NIL |
| 3 | Mr. Ashish Modaram Modi At the beginning of the year At the end of the year | NIL | NIL | NIL | NIL |
| | | NIL | NIL | NIL | NIL |
| 4 | Shareholding of Directors Mr. Gunjan Choudhary At the beginning of the year At the end of the year | NIL | NIL | NIL | NIL |
| | | NIL | NIL | NIL | NIL |
| 5 | Mr. Yashdeep Jajpura At the beginning of the year At the end of the year | NIL | NIL | NIL | NIL |
| | | NIL | NIL | NIL | NIL |
| 6 | Mr. Narayan Prajapati At the beginning of the year At the end of the year | NIL | NIL | NIL | NIL |
| | | NIL | NIL | NIL | NIL |
| 7 | Ms. Aarefa O dudhwala At the beginning of the year At the end of the year | NIL | NIL | NIL | NIL |
| | | NIL | NIL | NIL | NIL |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

| | Secured Loans excluding deposits (In Rs.) | Unsecured Loans (In Rs.) | Deposits (In Rs.) | Total Indebtedness (In Rs.) |
|----------------------------------------------------------------|-------------------------------------------------|--------------------------------|----------------------|-----------------------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | Nil | 354000 | Nil | 354000 |
| ii) Interest due but not paid | Nil | Nil | Nil | Nil |
| iii) Interest accrued but not due | Nil | Nil | Nil | Nil |
| Total (i+ii+iii) | - | 354000 | - | 354000 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | Nil | Nil | Nil | Nil |
| * Reduction | Nil | 354000 | Nil | 354000 |
| Net Change | - | 354000 | - | 354000 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | Nil | Nil | Nil | Nil |
| ii) Interest due but not paid | Nil | Nil | Nil | Nil |
| iii) Interest accrued but not due | Nil | Nil | Nil | Nil |
| Total (i+ii+iii) | - | - | - | - |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and / or Manager: NIL**

| Sr. No. | Particulars of Remuneration | Name of MD / WTD / Manager | Total Amount |
|---------|----------------------------------------------------------------------------------|----------------------------|--------------|
| 1 | Gross salary | Nil | Nil |
| a | Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961 | | |
| b | Value of perquisites u/s 17(2) Income-tax Act, 1961 | | |
| c | Profits in lieu of salary under Section 17 (3) Income-tax Act, 1961 | | |
| 2 | Stock Option | | |
| 3 | Sweat Equity | | |
| 4 | Commission - as % of profit - others, specify... | | |
| 5 | Others, please specify | | |
| | Total(A) | | |
| | Ceiling as per the Act | | |

B. Remuneration to other Directors: NIL

| Sr. No. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|---------|--------------------------------------------|-------------------|------------------|-----------------|--------------|
| | | Gunjan Choudhary | Yashdeep Jajpura | Aarefa Dudhwala | |
| 1 | Independent Directors | | | | |
| | Fee for attending board committee meetings | | | | |
| | Commission | | | | |
| | Others, please specify | | | | |
| | Total (1) | | | | |
| 2 | Other Non-Executive Directors | | | | |
| | Fee for attending board committee meetings | | | | |
| | Commission | | | | |
| | Others, please specify | | | | |
| | Total (2) | | | | |
| | Total (B)=(1+2) | | | | |
| | Total Managerial Remuneration | | | | |
| | Overall Ceiling as per the Act | | | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD: NIL

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | |
|---------|--------------------------------------------------------------------------------------|--------------------------|-----|-------|
| | | CS | CFO | Total |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in Section 17 (1) of the Income-tax Act, 1961 | | | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | | | |
| | (c) Profits in lieu of salary under Section 17 (3) Income-tax Act, 1961 | | | |
| 2 | Stock Option | | | |
| 3 | Sweat Equity | | | |
| 4 | Commission | | | |
| | - as % of profit | | | |
| | - Others, specify... | | | |
| 5 | Others, please specify | | | |
| | Total | | | |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : May 29, 2015.Ketan A. Gandhi
DirectorNarayan B. Prajapati
Director

Annexure B to the Director's Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Eureka Industries Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Eureka Industries Limited (herein after called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Eureka Industries Limited for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act,1999and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 & SEBI (Share Based Employee Benefit) Regulation, 214;
 - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,1993 regarding the Companies Act and dealing with client;

(vi) and other laws applicable to the Company as per representation made by the management.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombe Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority of the decisions at the Board Meetings and Committee meetings are carried out unanimously as recorded in the minutes of the respective meetings.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

For Rohit Bajpai & Associates
Practicing Company Secretary

Date: 29th May, 2015
Place: Ahmedabad

Membership No. 18490
Certificate of Practice No. 6559

Annexure A'

To,
The Members
Eureka Industries Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company. I have relied upon the report of Statutory Auditors regarding Compliance of Companies Act, 2013 and Rules made there under relating to maintenance of Books of Accounts, Papers and Financial Statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the Company.
4. Where ever required, i have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Rohit Bajpai & Associates
Practicing Company Secretary

Date: 29th May, 2015
Place: Ahmedabad

Membership No. 18490
Certificate of Practice No. 6559

CEO/CFO Certification

The Board of Directors
Eureka Industries Limited
Ahmedabad.

Re: Financial Statements for the year 2014-15 – Certification by CEO/CFO

I, Ketan A. Gandhi, Director & Compliance Officer of Eureka Industries Limited, on the basis of review of the financial statements and the cash flow statement for the financial year ending 31st March, 2015 and to the best of our knowledge and belief, hereby certify that:

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015 which are fraudulent, illegal or violate of the Company's Code of Conduct;
4. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies;
5. We further certify that :
 - (a) There have been no significant changes in internal control during this year;
 - (b) There have been no significant changes in accounting policies during this year;
 - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems.

For Eureka Industries Limited

Ketan A. Gandhi
Director

Place : Ahmedabad
Date : May 29, 2015

Independent Auditor's Report

To the Members of EUREKA INDUSTRIES LIMITED

Ahmedabad

Report on the Financial Statements

We have audited the accompanying financial statements of **EUREKA INDUSTRIES LIMITED**, which comprises of Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the financial statements

The Company's Board of Directors is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance and cash flows of the company in accordance with the Accounting Principles generally accepted in India, including the accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for the ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

We conducted our audit in accordance with the Standards on auditing specified under Section 143(10) the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015.
- b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013(hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and loss and cash flow statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act, 2013.

For Kothari Sangawat & Associates.

Chartered Accountants

F.R.No – 132985W

Sunil Kothari

Partner

M.No.- 104384

Place : Ahmedabad
Date : May 29, 2015.

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

(Referred to paragraph 1 of "Report on Other Legal and regulatory Requirements" of our report of even date.)

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

(Referred to paragraph 1 of "Report on Other Legal and regulatory Requirements" of our report of even date.)

1. During the current year, the company does not have any fixed assets, hence not applicable.
2. The company does not have any inventory and therefore physical verification thereof and maintenance of records are not applicable.
3. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the sub-clauses (a) and (b) are not applicable to the company.
4. In our opinion and according to the information and the explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, with the regards to sale of services. During the course of our audit no material weaknesses has been noticed in the internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. The provisions of section 148(1) of the Companies Act, 2013 regarding maintenance of cost records are not applicable to the company.
7.
 - a. According to information and explanations given to us and the records examined by us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and we have been informed that there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there are no dues in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess as at March 31, 2015 which have not been deposited on account of disputes.
 - c. In our opinion and according to the information and explanations given to us, amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under have been transferred to such fund within time.
8. The company has accumulated losses of Rs. 7,42,18,603/- at the end of March 31, 2015. Company has not incurred Cash losses in the Current year.
9. In our opinion and according to the information and explanation given to us the company has not defaulted in repayment of dues to bank or financial institutions.

10. As per explanations and information given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company.
11. The company has not raised any term loans during the year.
12. Based upon the Audit procedures performed for the purpose of reporting the true and fair view of the financial statement and as per the information and explanations given to us by the management, we report, no fraud on or by the company has been noticed or reported during the course of our audit.

For Kothari Sangawat & Associates.

Chartered Accountants

F.R.No – 132985W

Sunil Kothari

Partner

M.No.- 104384

Place : Ahmedabad

Date : May 29, 2015.

Balance Sheet as at March 31, 2015

| PARTICULARS | NOTE No. | As at March 31, 2015 Amount in Rs. | As at March 31, 2014 Amount in Rs. |
|------------------------------------------------------|----------|------------------------------------|------------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholders' Funds | | | |
| (a) Share Capital | 2 | 87,500,000 | 87,500,000 |
| (b) Reserves and Surplus | 3 | (71,718,603) | (72,095,858) |
| (c) Money received against share warrants | | - | - |
| (2) Share application money pending allotment | | - | - |
| (3) Non-Current Liabilities | | | |
| (a) Long-term borrowings | | - | - |
| (b) Deferred tax liabilities (Net) | | - | - |
| (c) Other Long term liabilities | | - | - |
| (d) Long-term provisions | | - | - |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | 4 | - | 354,000 |
| (b) Trade payables | | - | - |
| (c) Other current liabilities | 5 | 90,854 | 218,854 |
| (d) Short-term provisions | 6 | 88,809 | 89,497 |
| Total | | 15,961,060 | 16,066,493 |
| II. Assets | | | |
| (1) Non-current assets | | | |
| (a) <i>Fixed assets</i> | | | |
| (i) Tangible assets | | - | - |
| (ii) Intangible assets | | - | - |
| (iii) Capital work-in-progress | | - | - |
| (iv) Intangible assets under development | | - | - |
| (b) Non-current investments | 7 | 2,103,500 | 2,103,500 |
| (c) Deferred tax assets (net) | | - | - |
| (d) Long term loans and advances | | - | - |
| (e) Other non-current assets | 8 | 2,689,984 | 2,689,984 |
| (2) Current assets | | | |
| (a) Current investments | | - | - |
| (b) Inventories | | - | - |
| (c) Trade receivables | | - | - |
| (d) Cash and cash equivalents | 9 | 211,817 | 127,698 |
| (e) Short-term loans and advances | 10 | 10,799,409 | 10,995,558 |
| (f) Other current assets | 11 | 156,350 | 149,753 |
| Total | | 15,961,060 | 16,066,493 |

Significant Accounting Policies & notes 1 to 19 to these financial statements are accompanying

As per our report of even date attached

For Kothari Sangawat & Associates.

Chartered Accountants

F.R.No.- 132985 W

Sunil Kothari

Partner

M.No.- 104384

Place: Ahmedabad

Date: May 29, 2015.

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS**

(Ketan Gandhi)
Director

(Narayan B. Prajapati)
Director

(Aashish M. Modi)

CFO

Ahmedabad: May 29, 2015.

(Paresh Parmar)

Company Secretary

Statement of Profit and Loss for the year ended March 31, 2015

| PARTICULARS | NOTE No. | As at March 31, 2015 Amount in Rs. | As at March 31, 2014 Amount in Rs. |
|----------------------------------------------------------------------------------|----------|---------------------------------------|---------------------------------------|
| I. Revenue from operations | | - | - |
| II. Other Income | 12 | 960,939 | 1,000,007 |
| III. Total Revenue (I +II) | | 960,939 | 1,000,007 |
| Expenses: | | | |
| IV. Cost of materials consumed | | - | - |
| Purchase of Stock-in-Trade | | - | - |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | | - | - |
| Employee benefit expense | 13 | 192,000 | 192,000 |
| Depreciation and amortization expense | | - | - |
| Other expenses | 14 | 302,875 | 303,810 |
| Total Expenses | | 494,875 | 495,810 |
| V. Profit before exceptional and extraordinary items and tax (III - IV) | | 466,064 | 504,197 |
| VI. Exceptional Items | | - | 3,069 |
| VII. Profit before extraordinary items and tax (V - VI) | | 466,064 | 507,266 |
| VIII. Extraordinary Items | | - | - |
| IX. Profit before tax (VII - VIII) | | 466,064 | 507,266 |
| X. Tax expense: | | | |
| (1) Current tax | | 88,809 | 89,497 |
| (2) Deferred tax | | - | - |
| XI. Profit/(Loss) from the period from continuing operations (VII - VIII) | | 377,255 | 417,769 |
| XII. Profit/(Loss) from discontinuing operations | | - | - |
| XIII. Tax expense of discounting operations | | - | - |
| XIV. Profit/(Loss) from Discontinuing operations (XII - XIII) | | - | - |
| XV. Profit/(Loss) for the period (XI + XIV) | | 377,255 | 417,769 |
| Earning per equity share: | | | |
| XVI. (1) Basic | | 0.04 | 0.05 |
| (2) Diluted | | 0.04 | 0.05 |

Significant Accounting Policies & notes 1 to 19 to these financial statements are accompanying

As per our report of even date attached

For Kothari Sangawat & Associates.

Chartered Accountants

F.R.No.- 132985 W

Sunil Kothari

Partner

M.No.- 104384

Place: Ahmedabad

Date: May 29, 2015.

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS**

(Ketan Gandhi)

Director

(Narayan B. Prajapati)

Director

(Aashish M. Modi)

CFO

Ahmedabad: May 29, 2015.

(Paresh Parmar)

Company Secretary

Cash Flow Statement for the year ended on March 31, 2015.

| Particulars | For the Year ended on March 31, 2015 | For the Year ended on March 31, 2014 |
|-----------------------------------------------------------|-----------------------------------------|-----------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit after tax as per Profit and Loss Account | 377,255 | 417,769 |
| Adjusted for: | 88,809 | 54,997 |
| Dividend Income | - | (34,500) |
| P.F. Deposit Write off | - | - |
| Provision for tax | 88,809 | 89,497 |
| Interest Income | - | - |
| Finance Costs | - | - |
| Operating Profit before Working Capital Changes | 466,064 | 472,766 |
| Adjusted for: | (134,597) | 39,612 |
| Trade and Other Receivables | - | - |
| Inventories | - | - |
| Loans & advances | - | - |
| Current Assets | (6,597) | (8,388) |
| Trade and other Payables | (128,000) | 48,000 |
| Cash Generated from Operations | 331,467 | 512,378 |
| Net Prior Year Adjustments | - | - |
| Taxes Paid | (89,497) | (64,025) |
| Net Cash from Operating Activities | 241,970 | 448,353 |
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Purchase of Fixed Assets | - | - |
| Sale of Fixed Assets / Transfer of Participating Interest | - | - |
| Purchase of Investments | - | - |
| Sale of Investments | - | - |
| Loans and Advances | 196,149 | (8,970) |
| Interest received | - | - |
| Dividend received | - | 34,500 |
| Net Cash (used in) Investing Activities | 196,149 | 25,530 |
| C. CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Proceeds from Issue of Share Capital | - | - |
| Dividends Paid (including dividend distribution tax) | - | - |
| Proceeds from other Borrowings | - | 54,000 |
| Repayment/Adjustment of Borrowings | (354,000) | (600,000) |
| Interest Paid | - | - |
| Net Cash (used in) / from Financing Activities | (354,000) | (546,000) |
| Net Increase in Cash and Cash Equivalents | 84,119 | (72,117) |
| Opening Balance of Cash and Cash Equivalents | 127,698 | 199,815 |
| Closing Balance of Cash and Cash Equivalents | 211,817 | 127,698 |

Significant Accounting Policies & notes 1 to 19 to these financial statements are accompanying

As per our report of even date attached

For Kothari Sangawat & Associates.

Chartered Accountants

F.R.No.- 132985 W

Sunil Kothari

Partner

M.No.- 104384

Place: Ahmedabad

Date: May 29, 2015.

FOR AND ON BEHALF OF
BOARD OF DIRECTORS

(Ketan Gandhi)

Director

(Narayan B. Prajapati)

Director

(Aashish M. Modi)

CFO

Ahmedabad: May 29, 2015.

(Pareesh Parmar)

Company Secretary

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2015.**Note: 1 Significant Accounting Policies:****A: Corporate Information**

Eureka Industries Limited (the company) is a public limited (Listed) company domiciled in India and incorporated under the provisions of the companies Act, 2013.

B: Accounting Convention:

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India including the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The Financial Statements are prepared on going concern assumption and under the historical cost convention.

C: Presentation and disclosure of financial statements

The adoption of Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

D: Use of estimates

The preparation of financial statements in conformity with Accounting Standards requires the management to make judgment, estimates and assumptions that affect the reported amounts, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Differences between the actual result and estimates are recognized in the period in which the results are known / materialized.

E: Borrowing Cost

- a) Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of such assets. All other borrowing costs are charged to revenue.
- b) A qualifying asset is an asset that necessarily requires substantial period of time to get ready for its intended use or sale.

F: Impairment of Assets

The carrying amount of assets is reviewed at each balance sheet date to determine whether there is any indication of Impairment of assets. If any indication exists, the recoverable amount of such assets is estimated. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount.

G: Investments

- a) Long Term Investments are stated at cost.
- b) Current Investments are carried at lower of cost and fair value as on the Balance Sheet date.
- c) Provision for diminution in value of long term investments is made, if the diminution is other than temporary.

H: Revenue recognition

- a) The Company generally follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except those with significant uncertainties.
- b) Sale of goods is recognized when the risk and rewards of ownership are passed on to the customers, which is generally on dispatch of goods.

- c) Dividend Income is recognized when the right to receive the dividend is unconditional at the Balance Sheet date.
- d) Claims made by the Company and those made on the Company are recognized in the Statement of Profit and Loss as and when the claims are accepted.

I: Employee benefits**Provident Fund and Leave Encashment:**

Contribution to provident fund and provision for leave encashment is charged to profit & loss Statement of the year when the contributions to the fund are due.

Gratuity:

Provision for gratuity liability is made based on actuarial valuation as at the Balance Sheet date and is charged to profit & loss statement.

J: Taxes on Income

- a) Tax on income for the current period is determined on the basis of estimated taxable income computed in accordance with the provisions of the Income Tax Act, 1961.
- b) Deferred Tax is recognized on timing difference between the accounting income and the estimated taxable income for the period and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.
- c) Deferred tax assets which arise mainly on account of unabsorbed losses or unabsorbed depreciation are recognized and carried forward only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. Looking to the present scenario of the Company there is no certainty to recover DTA in near future, hence DTA has not been recognized.

K: Contingent Liabilities & Contingent Assets

A provision is recognized when the company has present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimate are reviewed at each reporting date and adjusted to reflect the current best estimates. Contingent liabilities are not provided for and are disclosed by way of notes. Contingent Assets are neither recognized nor disclosed the statements.

L: Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating; financing and investing activities of the company are segregated.

(Amount in Rs.) (Amount in Rs.)

| Note No. | PARTICULARS | As at March 31, 2015 | As at March 31, 2014 |
|----------|-------------------------------------------------------------------|-------------------------|-------------------------|
| 2 | | | |
| a) | Authorised, Issued, Subscribed & Paid up Share Capital | | |
| | Share Capital | | |
| | Equity Share Capital | | |
| | Authorised Share capital | | |
| | 1,00,00,000 Equity shares of Rs. 10/- each | 100,000,000 | 100,000,000 |
| | Issued, subscribed & fully paid share capital | | |
| | 87,50,000 Equity shares of Rs. 10/- each | 87,500,000 | 87,500,000 |
| | Total | 87,500,000 | 87,500,000 |

(Amount in Rs.) (Amount in Rs.)

| Note No. | PARTICULARS | As at March 31, 2015 | As at March 31, 2014 |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|---------------------------------|
| b) | Reconciliation of shares outstanding at the beginning and at the end of the reporting period | | |
| | Nos. of Equity Shares outstanding at the beginning and at the end of the year | 8,750,000 | 8,750,000 |
| | No Movement in the number of Shares Outstanding at the beginning and at the end of the reporting period. | | |
| c) | Terms / right attached to equity shares | | |
| | The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled for one vote per share. The distribution will be in proportion to the number of equity shares held by the shareholders. | | |
| d) | Details of shareholders holding more than 5% equity shares in the Company | | |
| | Name of Shareholder | As at March 31, 2015 | As at March 31, 2014 |
| | Unit Trust of India | 1025000 Sh.(11.71%) | 1450000 Sh.(16.57%) |
| | Isbras Finance S A | 1000000 Sh.(11.43%) | 1000000 Sh.(11.43%) |
| | Isbras Finance SA | 600000 Sh. (6.86%) | 600000 Sh. (6.86%) |
| | Gujarat Lease Financing Ltd. | 500000 Sh.(5.71%) | 500000 Sh.(5.71%) |
| | Yash Fabrics Pvt. Ltd | 728300 Sh.(8.32%) | 728300 Sh.(8.32%) |
| | Ambica Taptex Pvt. Ltd. | 547200 Sh. (6.25%) | 547200 Sh. (6.25%) |
| 3 | Reserves and Surplus | | |
| | Capital Reserves | 2,500,000 | 2,500,000 |
| | Surplus: | | |
| | Profit & Loss A/c.(Dr. bal.) (Opening) | (74,595,858) | (75,013,627) |
| | Add:- Profit /(Loss) for the year | 377,255 | 417,769 |
| | Closing Balance | (74,218,603) | (74,595,858) |
| | Total | (71,718,603) | (72,095,858) |
| 4 | Short-Term borrowings | | |
| | Secured - | - | |
| | Unsecured | | |
| | Loans repayable on demand: | | |
| | - From Directors | - | - |
| | - From Others | - | 54,000 |
| | - From Bodies Corporate | - | 300,000 |
| | - Other loan and advances | - | - |
| | Total | - | 354,000 |

(Amount in Rs.) (Amount in Rs.)

| Note No. | PARTICULARS | As at March 31, 2015 | As at March 31, 2014 |
|----------|-----------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| 5 | Other current liabilities | | |
| | Other payables: | | |
| | - Audit fees payable | 10,000 | 10,000 |
| | - Expenses Payable | 80,854 | 208,854 |
| | - TDS Payable | - | - |
| | Total | 90,854 | 218,854 |
| 6 | Short-term provisions | | |
| | Provision for employee benefits | - | - |
| | Others: | | |
| | - Provision for Income tax | 88,809 | 89,497 |
| | Total | 88,809 | 89,497 |
| 7 | Non-current investments | | |
| | Trade Investments | - | - |
| | Investments in Equity instruments: | | |
| | - 2300 equity shares @ Rs.45/- of Bank of India(quoted - market price Rs.361/- each -at cost) | 103,500 | 103,500 |
| | - 2,00,000 equity shares @ Rs.10 of Centenary Polytex Pvt. Ltd. (unquoted-at cost) | 2,000,000 | 2,000,000 |
| | Total | 2,103,500 | 2,103,500 |
| 8 | Other non-current assets | | |
| | Long term trade receivables | | |
| | Secured considered good | - | - |
| | Unsecured considered good | - | - |
| | Doubtful | - | - |
| | Others: | | |
| | - Preliminary Expenses | 63,085 | 63,085 |
| | - Share Issued Expenses | 2,626,899 | 2,626,899 |
| | Total | 2,689,984 | 2,689,984 |
| 9 | Cash and cash equivalents | | |
| | Balances with banks: | | |
| | - Dena Bank-Current a/c. | 208,349 | 123,230 |
| | - Oriental Bank of Commerce | - | - |
| | Cash on hand | 3,468 | 4.468 |
| | Total | 211,817 | 127,698 |

(Amount in Rs.) (Amount in Rs.)

| Note No. | PARTICULARS | As at March 31, 2015 | As at March 31, 2014 |
|------------|----------------------------------------------|-----------------------------------------------------|-----------------------------------------------------|
| 10 | Short term loans and advances | | |
| | Loans and advances to related parties | | |
| | (Secured/ Unsecured/ Doubtful) | - | - |
| | Others: | | |
| | Unsecured, considered good | 8,389,156 | 8,585,305 |
| | Doubtful | 2,410,253 | 2,410,253 |
| | Total | 10,799,409 | 10,995,558 |
| 11 | Other current assets | | |
| | - TDS Receivable (Ass. Yr.-2015-16) | 96,094 | - |
| | - IT Refund Receivable (Ass. Yr.-2013-14) | 53,350 | 53,350 |
| | - IT refund Receivable (Ass. Yr.-2014-15) | 6,906 | - |
| | - TDS Receivable (Ass. Yr.-2014-15/2013-14) | - | 96,403 |
| | Total | 156,350 | 149,753 |
| 12 | Other Income | | |
| | Interest income | 960,939 | 965,507 |
| | Dividend income | - | 34,500 |
| | Total | 960,939 | 1,000,007 |
| 13 | Employee Benefits Expense | | |
| | Salaries and wages | 192,000 | 192,000 |
| | Total | 192,000 | 192,000 |
| 14 | Other Expenses | | |
| | Administrative expenses | 292,324 | 292,772 |
| | AUDIT Fees | 10,000 | 10,000 |
| | Finance Cost | 551 | 1,038 |
| | Total | 302,875 | 303,810 |
| 14A | Additional Information | | |
| | a) Payment to Auditor | | |
| | Payments to the Auditors as | For the year ended on March 31, 2015 | For the year ended on March 31, 2014 |
| | Audit Fees | 8,000 | 8,000 |
| | Taxation Matters | 2,000 | 2,000 |
| | Service Tax | - | - |
| | Total | 10,000 | 10,000 |

15 Related Parties Disclosure

As per Accounting Standard (AS)18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India, the list of Related Parties as defined in the Accounting Standards are given below.

a) List of Related parties and relationships:

Key Managerial Personnel

| | |
|------------------------------------|----------|
| - Ketan Gandhi (DIN 02553466) | Director |
| - Narayan Prajapati (DIN 02533184) | Director |
| - Yashdeep Jajpura (DIN 03557155) | Director |
| - Gunjan Choudhary (DIN 01580569) | Director |
| - Aarefa Dudhwala (DIN 07127418) | Director |

b) No transactions were entered into with Related parties during the year.

16 Earning Per Share

Earning per share is calculated on the basis of Accounting Standard AS-20 "Earning Per Share" issued by the Institute of Chartered Accountants of India.

| Particulars | For the year ended on March 31, 2015 | For the year ended on March 31, 2014 |
|-------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| Profit attributable to Equity Share Holders | 377,255 | 417,769 |
| Weighted average number of Equity Share for Basic EPS | 8,750,000 | 8,750,000 |
| Basic & Diluted Earnings per share (in Rs.) | 0.04 | 0.05 |
| Face Value of Equity Shares (in Rs.) | 10 | 10 |

- 17 Balances of Sundry Creditors, Debtors, Receivables, Payables, Loans & Advances to various parties / various authorities are subject to confirmation from the respective parties and necessary adjustments if any, will be made on its reconciliation.
- 18 In the Opinion of the Board of Directors the aggregate value of Current Assets, Loans & Advances on realisation in ordinary course of business will not be less than the amount at which these are stated in the Balance Sheet.
- 19 Previous Years figures have been re-arranged and re-grouped, wherever necessary to make them comparable with those of current year.

For Kothari Sangawat & Associates.
Chartered Accountants
F.R.No.- 132985 W

Sunil Kothari
Partner
M.No.- 104384

Place: Ahmedabad
Date: May 29, 2015.

**FOR AND ON BEHALF OF
BOARD OF DIRECTORS**

(Ketan Gandhi)
Director

(Narayan B. Prajapati)
Director

(Aashish M. Modi) **(Paresh Parmar)**
CFO Company Secretary
Ahmedabad: May 29, 2015.

EUREKA INDUSTRIES LIMITED

CIN: L91110GJ1992PLC018524

Registered office: 311-B, Harikrishna Complex, B/h City Gold Cinema,
Off Ashram Road, Ahmedabad 380009

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Hall.

I, hereby record my attendance at the Annual General Meeting of the members of Eureka Industries Limited will be held on Monday, 28th September, 2015, at 10.00 a.m. at 311-B, Harikrishna Complex, B/h City gold Cinema, off Ashram Road, Ahmedabad 380009

| | | | |
|----------------------------------------------------------------|--|--------------------|--|
| DP ID : | | CLIENT ID : | |
| NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS) | | FOLIO NO. | |
| | | | |

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

----- ✂ ----- ✂ ----- ✂ -----

| EVEN (Electronic Voting Event Number) | USER ID | PASSWORD/PIN |
|--------------------------------------------------|----------------|---------------------|
| | | |

Note: E-voting period: 25th September, 2015 at 10.00 a.m IST and ends on 27th September, 2015 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

(Member's /Proxy's Signature)

MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the companies (Management and Administration) Rules,2014]

CIN: L91110GJ1992PLC018524

Name of the Company: Eureka Industries Limited

Registered office: 311-B, Harikrishna Complex, B/h City gold Cinema, off Ashram Road, Ahmedabad 380009

| | |
|------------------------|--|
| Name of the Member(s): | |
| Registered address: | |
| E-mail Id: | |
| Folio No./ | |
| Client ID:DP Id: | |

I/We, being the member(s) of shares of the above named company, hereby appoint:

| | |
|---------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature, or failing him | |
| Name : | E-mail Id: |
| Address: | |
| Signature, or failing him | |
| Name : | E-mail Id: |
| Address: | |
| Signature, or failing him | |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Third Annual General Meeting to be held on Monday, 28th September, 2015 at 311-B, Harikrishna Complex, B/h City Gold Cinema, Off Ashram Road , Ahmedabad - 380009 at 10.00 a.m and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions No. | Resolution | Vote (optional)* | | |
|-----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|------------------|---------|---------|
| | | For | Against | Abstaom |
| | ORDINARY BUSINESS | | | |
| 1 | Adoption of financial statement of the Company for the year ended 31st March 2015 together with the Report of the Directors and Auditors thereon. | | | |
| 2 | To appoint a Director in place of Mr. Narayan Prajapati who retires by rotation and is eligible for re-election | | | |
| 3 | To appoint Auditors of the Company and to fix their remuneration | | | |
| | SPECIAL BUSINESS | | | |
| 4 | Appointment of Ms. Aarefa Dudhwala as an independent director | | | |
| 5 | To reconfirm authority to the Board of Directors for borrowing money upto Rs. 20 Crores | | | |
| 6 | To approve creation of charge/security over the assets/undertaking of the Company in respect of borrowing | | | |

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
a
Stamp