
Eureka Industries Limited
311-B, Harikrishna Complex,
B/h City Gold Cinema,
off Ashram Road,
Ahmedabad – 380009 Gujarat (India)
Tel:- 079-48918799
mail ID- eurekaindltd@gmail.com
Web:-www.eurekaindustries.in
CIN:L91110GJ1992PLC018524

NOTICE TO MEMBERS:

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of the Company will be held on Friday, 29th day of September, 2017 at 11.30 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 Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditor's Report thereon.
2. To re-appoint director in place of Mr. Ketan Gandhi (Din: 02553466), who retires by rotation and being eligible for re-appointment offers himself for re-appointment.
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 for remaining Two Years at the remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provision of section 152(6) and 196 the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and accordance with the recommendation of the Board of Directors of the company, the approval of the Shareholders be and is hereby accorded for variation in the terms of appointment of Mr. Ketan Gandhi (DIN 02553466) under the Service Agreement dated 29th May, 2015 ("the Agreement") as under:

A) Mr. Ketan Gandhi, a Managing Director shall be liable to retire by rotation'

B) All other terms of appointment as set out in the Agreement will remain unchanged.

"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. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 of the accompanying Notice.
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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
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. The information regarding the Director who is proposed to be appointed or re-appointed, as required to be provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and Secretarial Standard on General Meetings issued, is annexed hereto.
6. 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.
7. 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.
8. 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.
9. Pursuant to Section 91 of the Companies Act, 2013 The Register of Members and Share Transfer Books of the Company will remain closed from September 20, 2017 to September 29, 2017 (both days inclusive) for the purpose of Annual General Meeting.
10. Copies of the Annual Report 2017 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 2017 are being sent by the permitted mode. Annual Report 2016-17 are also be available on Company's website: www.eurekaindustries.in. For any communication, the shareholders may also send requests to the Company's email id eurekaind ltd@gmail.com
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank Details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the

Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Pvt Ltd, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's Registrar and Share Transfer Agent.

12. Members are requested to bring their copy of Annual Report to the meeting.
13. 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.
14. The Company's shares are listed with The Bombay Stock Exchange Limited, Mumbai.
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 in order to receive the various Notices and other Notifications from the Company, in electronic form.
16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company
18. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and the provisions of the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is pleased to provide members facility to exercise their voting rights at the 25th Annual General Meeting (AGM) held on 29th September, 2017, 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 26th September, 2017 at 09.00 am and ends on 28th September, 2017 at 5.00 pm. During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017, 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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. 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by mobile app while voting on your mobile.

(i) **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.
- (ii) 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. 22nd September, 2017 shall view the Notice of the 25th 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.

- (iii) 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.
- (iv) 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.
- (v) The Voting Results along with the Consolidated Scrutinizer’s report will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer’s Report, will be available forthwith on the Company’s corporate website www.eurekaindustries.in under the section ‘Investors’ and on the website of CDSL; such Results will also be forwarded to BSE Limited.

Voting at Annual General Meeting:

The members who have not casted their vote electronically, can exercise their voting rights at the Annual General Meeting. The Company will make necessary arrangements in this regard at the Annual General Meeting Venue. If a member casts vote in Annual General Meeting is found to have exercised their voting options electronically, voting at Annual General Meeting will be treated as invalid and vote casted electronically will be treated as valid.

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

Mr. Ketan Gandhi (DIN 02553466) has been appointed as Managing Director of the Company w.e.f 01stApril, 2015 for Five years on the term that he shall not be liable to retire by rotation. In accordance with the provisions of Section 152(6) of the Companies Act, 2013, not less than two-thirds of the total number of directors of the public company shall be liable to retire by rotation at every annual general meeting. The Board of the company comprised total four directors out of them 3 are Independent Directors and 1 is Managing Director, who are not liable to retire by rotation. Therefore to comply the provisions of Section 152(6) of the Companies Act, 2013 it is required to modify the terms of Agreement for appointment of Mr. Ketan Gandhi, managing Director and make him liable for retirement by rotation at every annual general meeting for his remaining tenure. The Board feels that the Variation in terms of appointment of Mr. Ketan Gandhi would be in compliance of the provision of the Companies Act, 2013 and hence recommend the resolution for adoption.

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

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Director seeking re-appointment at the forthcoming Annual General Meeting are given below.

| | |
|--|----------------------------|
| Name of the Director | Mr. Ketan A. Gandhi |
| Director Identification Number | 02553466 |
| Date of Birth | 15.04.1967 |
| Nationality | Indian |
| Date of appointment on the Board | 24.08.2009 |
| Qualifications | B.com |
| Expertise in functional area | Administration |
| Number of equity shares held in the Company | Nil |
| List of Directorships held in other public companies | Nil |

Place : Ahmedabad
Date : 09th August, 2017

For Eureka Industries Limited
Ketan Gandhi
Managing Director
DIN: 02553466

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 25th Annual General Meeting of the members of Eureka Industries Limited will be held on Friday, 29th September, 2017, at 11.30 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: 26th September, 2017 at 09.00 a.m. IST and ends on 28th September, 2017 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 and 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 Fifth Annual General Meeting to be held on Friday, 29th September, 2017 at 311-B, HariKrishna Complex, B/h City Gold Cinema, Off Ashram Road, Ahmedabad - 380009 at 11.30 a.m and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Vote (optional)* | | |
|----------------|---|------------------|---------|---------|
| | | For | Against | Abstain |
| | ORDINARY BUSINESS | | | |
| 1 | Adoption of financial Statement of the Company for the financial year ended 31st March 2017 together with the Report of the Directors and Auditors thereon. | | | |
| 2 | To re-appoint a Director in place of Mr. Ketan Gandhi who retires by rotation and is eligible for re-election | | | |
| 3 | To Ratify the appointment of Auditors of the Company and to fix their remuneration | | | |
| | SEPCIAL BUSINESS | | | |
| 4 | Variation in the terms of Agreement for appointment of Mr. Ketan Gandhi as a Managing Director of the Company. | | | |

Signed this..... day of..... 2017

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 Revenue Stamp |
|---------------------------|

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING

311-B, Hari Krishna Complex, B/h City Gold Cinema, off Ashram Road, Ahmedabad-380009, Gujarat

