

Eureka Industries Limited

CIN: L91110GJ1992PLC018524

Registered Office: 1001 Shitiratna, 10th Floor, Panchwati, Ellisbridge,
Ahmedabad, Gujarat, 380006 India

Email ID: eurekaindltd@gmail.com, **Website:** www.eurekaindltd.com **Ph. No.** +91 8052653720

Date: 29.08.2024

To,
The Listing Department,
Bombay Stock Exchange Limited
Phiroz Jeejeeboy Tower,
Dalal Street, Mumbai-400023

SUB: INTIMATION AND SUBMISSION OF NOTICE OF 32ND ANNUAL GENERAL MEETING (AGM):

Ref: BSE Script Code 521137, ISIN: INE958A01011

Dear Sir,

Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform that the 32nd Annual General Meeting (AGM) of the company is scheduled to be held on Friday, 27th day of September, 2024 at 11:00 A.M. at the Registered Office of the Company at 1001, Shitiratna, 10th Floor, Panchvati, Ellisbridge, Ahmedabad City, Ahmedabad-380006, Gujarat, India.

The Notice of Annual General Meeting along with e-voting instructions is enclosed herewith. The Notice is being sent through electronic mode to all those members whose email id is registered with the Company/Company's Registrar and Transfer Agent – Big share Services Private Limited (“RTA”)/Depository Participant(s) (“DP”) and dispatched/ sent by permitted mode(s) to the members whose email ids are not registered with Company/ DP/ RTA and it can also be accessed from <https://www.evoting.nsdl.com> or www.bseindia.com or www.eurekaindltd.com

The members are provided with the remote e-voting facility to cast their votes electronically on the resolutions mentioned in the Notice of 32nd AGM. The Company has fixed Friday, 20th September, 2024 as the “Cut-off Date” for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the 32nd AGM or to attend the AGM.

The remote e-voting period commences on 24th September, 2024 at 09:00 A.M. and ends on 26th September, 2024 at 05:00 P.M. The Register of Members and the Share Transfer books of the Company will remain closed from 21st September, 2024 to 27th September, 2024 (both days inclusive) for the purpose of the 32nd AGM.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,

For, EUREKA INDUSTRIES LIMITED

MS. MAMTA PRAHLAD NISHAD
MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER
DIN: 10232506
Encl.: As Above

NOTICE TO MEMBERS:
32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Second Annual General Meeting of the members of the Company will be held on Friday, 27th day of September, 2024 at 11:00 A.M. at the Registered Office of the Company at 1001, Shitiratna, 10th Floor, Panchvati, Ellisbridge, Ahmedabad City, Ahmedabad-380006, Gujarat, India to transact the following business:

ORDINARY BUSINESSES:

1. ADOPTION OF THE ANNUAL AUDITED FINANCIAL STATEMENT AND REPORTS THEREON:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditor's Report thereon.

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

“RESOLVED THAT an Audited Financial Statements of the Company for the year ended 31st March, 2024 consisting of Balance Sheet, the Statement of Profit and Loss Account, Cash Flow Statement along with accounting policies and notes forming part of accounts of the Company for the year ended 31st March, 2024 and the reports of the Board of Directors (the Board) and Auditors thereon be approved and adopted.”

2. APPOINTMENT OF A DIRECTOR IN PLACE OF DIRECTOR RETIRING BY ROTATION:

To re-appoint director in place of Mr. Altaf Husain (DIN: 10232858) who retires by rotation and being eligible for re-appointment offers himself for re-appointment.

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

“RESOLVED THAT pursuant to provisions of Section 152(6) of the Companies Act, 2013 and other applicable provision of the Act, read with rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for time being in force), Mr. Altaf Husain (DIN: 10232858) liable to retire by rotation, being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the company.”

“RESOLVED FURTHER THAT any of the present directors of the company be and is hereby authorized to do such acts, deeds and to submit any documents to concern authority if required, in order to give effect to said resolution.”

3. TO RE-APPOINT STATUTORY AUDITOR FOR THE PERIOD OF 5 YEARS AND FIX THEIR REMUNERATION IN THIS REGARD:

To consider and if thought fit, to pass, with or without, the following resolution as an ordinary resolution;

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. V S S B & Associates, Chartered Accountants, Ahmedabad (FRN: 121356W) be re-appointed as the Statutory Auditors of the Company to hold office for 5 (five) consecutive years from conclusion of the 32nd Annual General Meeting until the conclusion of the 37th

Annual General Meeting of the Company, to be held for the financial year 2028-29, at such remuneration as may be determined by the Board of Directors.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESSES:

4. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. DARSHAK SHAH (DIN: 10735398) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, as amended from time to time, Mr. Darshak Shah (DIN: 10735398), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 08th August, 2024 who holds office upto the date of this Annual General Meeting of the Company as per Section 161(1) of the Companies Act, 2013 (the ‘Act’) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Executive Director of the Company and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

RESOLVED FURTHER THAT after regularization, he will continue to hold office as Executive Director of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

5. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. AMITKUMAR PRADIPBHAI SUR (DIN: 02351343) AS A NON- EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, as amended from time to time, Mr. Amitkumar Pradipbhai Sur (DIN: 02351343), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 08th August, 2024 who holds office upto the date of this Annual General Meeting of the Company as per Section 161(1) of the Companies Act, 2013 (the ‘Act’) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

RESOLVED FURTHER THAT after regularization, he will continue to hold office as Executive Director of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

6. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rupee 10/- (Rupees Ten Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores Only) Equity Shares of Rupee 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 60,00,00,000/- [Rupees Sixty Crores only] divided into 6,00,00,000 [Six Crores Only] Equity Shares of Rs. 10.00 [Rupees Ten only] each

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

7. ALTERATION OF MEMORANDUM OF ASSOCIATION (“MOA”) AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** that pursuant to the provisions of Section 4 and 13 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force), consent of the members be and is hereby accorded subject to the approval of regulatory authorities for Alteration of the of Memorandum of Association of the Company in place of the existing Memorandum of Association of the Company in line with the Companies Act, 2013 such that following Clause be altered and amended as follows:

A) Clause III (B) of the Objects clause of the Memorandum of Association of the Company be titled as ‘MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE’.

B) Clause III (C) be deleted and 'Other Objects 'with Clause III (C)-'Objects Incidental or Ancillary to the attainment of the Main Objects' to appear as much as required under new Clause III(B) 'Matters which are necessary for furtherance of the objects specified in Clause III(A) are' and consequently changing the object numbering as may be appropriate.

C) Other amendments required to align the existing memorandum of association with Table A of the Schedule I of the Companies Act, 2013

RESOLVED FURTHER THAT necessary revision in numbering, addition, deletion of clauses be made which were earlier stated in "Ancillary Objects or "Other Objects" and not proposed to be carried out by the Company in the near future and also to make it in line with the Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded for amendment of Clause IV of the Memorandum of Association by substituting the same with the following:

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and make such alterations as required by requisite authorities and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any one of the above Directors or Company Secretary be hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary."

8. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION ("AOA") AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

To consider & if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT, in supersession of earlier resolutions passed by the Company, if any, pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the existing Articles of Association of the Company be substituted with the new Articles of Association to make them in line with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution."

For, Eureka Industries Limited

**Place: Ahmedabad
Date: 28/08/2024**

**Mamta Prahlad Nishad
Managing Director and CFO
DIN: 10232506**

NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment is annexed hereto.
3. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investor holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from, **21st SEPTEMBER, 2024 to 27th SEPTEMBER, 2024** (both days inclusive) in connection with AGM.
6. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
7. Members are requested to quote Folio number in all their correspondences.
8. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.
9. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2024 is uploaded on the Company's website and may be accessed by the members.
10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
12. Route Map is attached herewith.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the **Cut-Off Date i.e. 20TH SEPTEMBER, 2024** who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by NSDL, through their portal www.evoting.nsdl.com in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and (ii) voting through electronic means shall commence from **09.00 A.M. on 24TH SEPTEMBER, 2024 and end at 5:00 P.M. on 26TH SEPTEMBER, 2024** Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote at the Venue of Annual General Meeting.
14. The Member who transfers his / her shares after the Cut-off date i.e. **20TH SEPTEMBER, 2024** is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
15. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **20TH SEPTEMBER, 2024** may request to the Company on registered mail ID of the company i.e. eurekaindLtd@gmail.com to obtain the User ID & Password.
16. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of NSDL <https://www.evotingindia.co.in> on or before **29TH SEPTEMBER, 2024** and communicated to the BSE Limited where the shares of the Company are listed.
17. The results declared along with the report of the scrutinizer shall be placed on the Company's website at www.eurekaindustries.in and on the website of NSDL immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges.
18. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution authorizing their representatives to attend the AGM, pursuant to Section 113 of the Act, through e-mail at eurekaindLtd@gmail.com.

19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA for consolidation into a single folio. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialized. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.

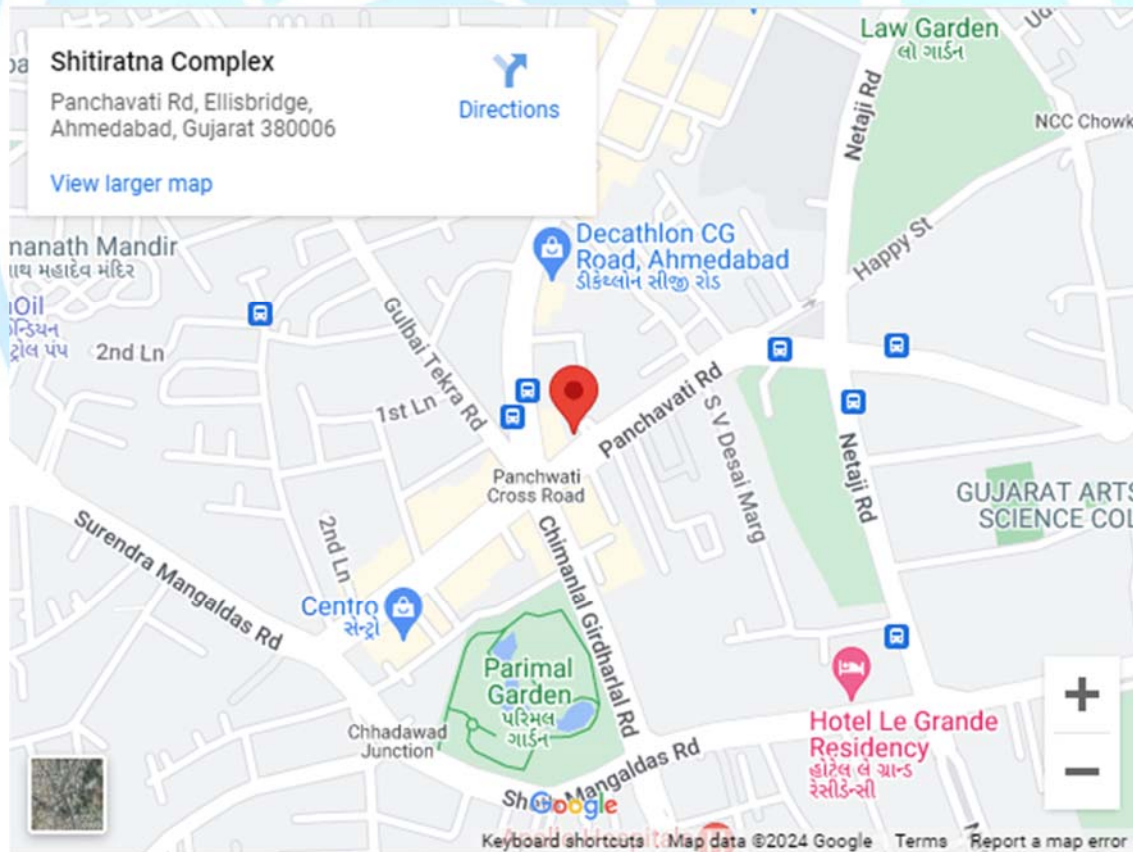
Place: Ahmedabad

Date: 28/08/2024

For, Eureka Industries Limited

Mamta Prahlad Nishad
Managing Director
DIN: 10232506

Route Map of registered office of the Company situated at 1001, Shitiratna, 10th Floor, Panchvati, Ellisbridge, Ahmedabad City, Ahmedabad-380006, Gujarat, India



By embedding this map, you agree to the [terms of service](#).

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item no: 3**

M/s. V S S B & Associates, Chartered Accountants, Ahmedabad (FRN: 121356W) were appointed as statutory auditors of the Company, for a period of 1 year, to hold office from conclusion of the 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company to be held for the financial year 2023-24. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M/s. V S S B & Associates, Chartered Accountants, Ahmedabad (FRN: 121356W) is eligible for reappointment for a further period of five years.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on August 28, 2024, approved the reappointment of M/s. V S S B & Associates, Chartered Accountants, Ahmedabad (FRN: 121356W) as the Statutory Auditors of the Company to hold office for period of 5 (five) consecutive years from conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held for the financial year 2028-29. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board of Directors recommend the ordinary resolution as set out at item no.3 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

Brief profile of M/s. V S S B & Associates:

M/s. V S S B & Associates (Formerly Known as Vishves A. Shah & Co.), Chartered Accountants, Ahmedabad (FRN: 121356W), a Firm registered with the Institute of Chartered Accountants of India since 2001. Statutory Auditor of the Company and Managing Partner of the CA Firm, CA. (Dr.) Vishves A Shah, has vast experience of 23 Years in Field of Audit, Accounts and Finance and He also serves as an Auditor in several listed and unlisted companies in various business sectors, including the sector in which the Company operates.

Item no: 4

Mr. Darshak Shah (DIN: 10735398) was appointed as an Additional Executive Director of the Company with effect from 08th August, 2024 and he holds office up to the date of the ensuing Annual General Meeting of the Company, pursuant to Section 161(1) of the Companies Act, 2013. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. The Board is of the opinion that the appointment and presence of Mr. Darshak Shah (DIN: 10735398) on the Board will be desirable, beneficial and in the best interest of the Company. The Board is of the opinion that his knowledge and experience will be a benefit to the company.

Mr. Darshak Shah (DIN: 10735398) is not disqualified from being appointed/ regularized as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company. Except the appointee, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

It is, therefore, necessary for the members to pass an Ordinary Resolution under Section 161 (1) and other applicable provisions-of the Companies Act, 2013, Board of Directors recommended passing of resolution set out in Item No. 04 of this Notice.

Information required Under Secretarial Standard 2 (SS-2) with respect to the Director, seeking regularization as a Director is as per Annexure I.

Item no: 5

Mr. Amitkumar Pradipbhai Sur (DIN: 02351343) was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from 08th August, 2024 and he holds office up to the date of the ensuing Annual General Meeting of the Company, pursuant to Section 161(1) of the Companies Act, 2013. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company. The Board is of the opinion that the appointment and presence of Mr. Amitkumar Pradipbhai Sur (DIN: 02351343) on the Board will be desirable, beneficial and in the best interest of the Company. The Board is of the opinion that his knowledge and experience will be a benefit to the company

Mr. Amitkumar Pradipbhai Sur (DIN: 02351343) is not disqualified from being appointed/ regularized as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director of the Company.

Except the appointee, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

It is, therefore, necessary for the members to pass an Ordinary Resolution under Section 161 (1) and other applicable provisions-of the Companies Act, 2013, Board of Directors recommended passing of resolution set out in Item No. 05 of this Notice.

Information required Under Secretarial Standard 2 (SS-2) with respect to the Director, seeking regularization as a Director is as per Annexure I.

Item no: 6:

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten Only), by way of creation of an additional 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupee Ten only) each, ranking pari passu in all respect with existing equity shares of the company.

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

Item no: 7:

Upon enactment of the Companies Act, 2013, ("Act") the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. As per the Companies Act, 2013, a Company can have only following objects clause in its Memorandum of Association.

1. The objects to be pursued by the company on its incorporation i.e. main objects.
2. Matters which are necessary for furtherance of the main objects.

It is proposed to amend/alter matters which are necessary for furtherance of main objects in Clause III (B). It is proposed to delete the other businesses, which were earlier stated in "Other Objects" and not proposed to be carried out by the Company in the near future and also to make it in line with the Schedule I of the Companies Act, 2013. Accordingly, the existing Clause III B and Clause III C of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III B with new numbering of the clauses as per the Memorandum of Association as submitted before the meeting and more particularly enumerated in the resolution.

Further, Clause IV of the Memorandum of Association by substituting the same with “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

The Board of Directors at their meeting held on 28th August, 2024 has approved subject to the approval of members the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for change in objects clause of the Memorandum of Association of the Company. The Board recommends for approval by the members the resolution as set out at Item No. 7 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 07 of the Notice.

A copy of the existing Memorandum of Association and a copy of the new altered Memorandum of Association of the Company are available for inspection during normal business hours on all working days up to the date of Annual General Meeting of the Company.

Item no: 8:

The Board of Directors of the Company at its meeting held on 28th August, 2024 decided that the existing Articles of Association (‘AOA’) is based on erstwhile Indian Companies Act, 1956, it would be necessary to adopt new set of Articles of Association as per the Companies Act, 2013 and that the existing Articles of Association of the Company is being replaced with new set of Articles of Association so as to make it in line with the new Companies Act, 2013. The new set of AOA is based on Table F of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special resolutions, as set out at Item No. 08 of the Notice.

A copy of the existing Articles of Association and a copy of the new Articles of Association are available for inspection during normal business hours on all working days up to the date of Annual General Meeting of the Company.

For, Eureka Industries Limited

Place: Ahmedabad

Date: 28/08/2024

Mamta Prahlad Nishad
Managing Director and CFO
DIN: 10232506

ANNEXURE I:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 32ND ANNUAL GENERAL MEETING

{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}

NAME	Mr. Darshak Shah	Mr. Amitkumar Pradipbhai Sur	Mr. Altaf Husain
DIN	10735398	02351343	10232858
Designation	Executive Director	Non-Executive Non-Independent Director	Non-Executive Director
Date of Birth	18/07/1984	15/12/1983	07/04/2003
Date of Appointment	08/08/2024	08/08/2024	25/07/2023
Qualification and experience in specific functional area	He has completed his graduation in the field of Commerce and having the vast experience in the field of Accounting Services. He is having an expertise knowledge to analyse profit and loss statements, balance sheets and other financial statements to present the necessary information to the management	Coming from a science background has experience of more than a decade in technical analysis and business management.	He has an experience of 1-2 years in the field of financial and advisory services.
Directorship held in other companies*	NIL	NIL	NIL
Membership/ Chairmanships of Committee in other Public Companies	NIL	NIL	NIL
Shareholding of Directors	NIL	NIL	NIL
Relationships between Directors inter-se	Not Applicable	Not Applicable	Not Applicable

Place: Ahmedabad

Date: 28/08/2024

For Eureka Industries Limited

Mamta Prahlad Nishad
Managing Director and CFO
DIN: 10232506

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 24th September, 2024 at 09:00 A.M. and ends on 26th September, 2024 at 05:00 P.M.. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2024.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="605 732 1273 1409">1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <li data-bbox="605 1409 1273 1913">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting

	<p>website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

	12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to welcome2pcs@gmail.com/alpesh.pcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Amit Vishal at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to eurekaindltd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to eurekaindltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility..

For, Eureka Industries Limited

Place: Ahmedabad
Date: 28/08/2024

Mamta Prahlad Nishad
Managing Director and CFO
DIN: 10232506