



# INDO EURO INDICHEM LIMITED

Registered Off: B-9 to B-16, M.I.D.C. Osmanabad – 413 501 (Maharashtra)

Email:rinkupoly@rediffmail.com Mob No: 9820219155, Website : [www.indoeuroindchem.com](http://www.indoeuroindchem.com)

September 05, 2024

To  
BSE Limited  
Department of Corporate Services  
Listing Department  
P J Tower  
Dalal Street  
Mumbai – 400001  
Scrip Code: 524458

Dear Sir/Madam,

**Sub: Notice of the 34<sup>th</sup> Annual General Meeting ('AGM')**

This is to inform you that the 34<sup>th</sup> Annual General Meeting ("AGM") of the Company scheduled to be held on Saturday, September 28, 2024 at 12:30 p.m. (IST) through Video Conference/Other Audio-Visual Means to transact the ordinary and special businesses as set out in the Notice of the AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder ("Act"), and the General circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 May 5, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars') and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and SEBI Circular dated October 07 2023 read together with circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05 2023 (collectively referred to as 'SEBI Circulars').

Pursuant to provision of section 101 and 136 of the Act and MCA Circulars and SEBI Circular, the Annual Report for Financial Year 2023-24 including the Notice convening the AGM of the Company have been sent electronically, to the members of the Company, whose e-mail address is registered with the Company / Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited ("PSIPL") / Depository Participant(s).

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the AGM of the Company.

The Notice of the AGM is also available on the website of the Company at <http://www.indoeuroindchem.com/regulationsub.html>

The details such as manner of (i) registering / updating email address; (ii) casting vote through e-voting and (iii) attending the AGM through VC have been set out in the Notice of the AGM.

The Company has fixed Saturday, September 21, 2024 as the "Cut-off Date" for the purpose of members determining the Members eligible to vote on the resolutions set out in the Notice of the AGM or to attend the AGM.



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The details required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120, dated July 11, 2023, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed in **Annexure 1**.

This is for your information and records.

Thanking you,

Yours faithfully,

**For Indo Euro Indchem Limited**

**Vardhman Chhaganlal Shah**  
**Managing Director**  
**(DIN: 00334194)**

**Enc: as above**



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## Annexure 1

Brief details viz. agenda proposed to be taken up/resolutions to be passed, manner of approval proposed etc.

Sr. No.	Resolution Description	Manner of approval proposed
<b>Ordinary Business</b>		
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2	To re-appoint a director Mr. Akshit Balwantrai Lakhani (DIN:00334241), as a director who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution
<b>Special Business</b>		
3	To alter main object clause of the Memorandum of Association of the Company.	Special Resolution
4	To appoint Mr. Bhavik Ashokkumar Shah (DIN: 09605363) as an Independent Director.	Ordinary Resolution
5	To appoint Mr. Yash Manish Shah (DIN: 10727203) as a Director	Ordinary Resolution

**34<sup>th</sup>**

**ANNUAL REPORT**

**2023-2024**

**INDO EURO INDICHEM LIMITED**

**INDO EURO INDCHEM LIMITED**  
**CIN: L24100MH1990PLC057190**  
**THIRTY FOURTH ANNUAL REPORT 2023-2024**

**BOARD OF DIRECTORS & KMP:**

Mr. Vardhaman Chhaganlal Shah	Chairman & Managing Director
Mr. Akshit Balwantraai Lakhani	Director
Mr. Dipakkumar Prataprai Pandya	Independent Director
Mr. Paresh Maganlal Valani	Independent Director
Mrs. Rima Bandyopadhyay	Independent Director
Mr. Raj Bhushan Mishra	Chief Financial Officer
Ms. Varsha Saurabh Bansal	Company Secretary

**COMPLIANCE OFFICER:** Ms. Varsha Saurabh Bansal

**STATUTORY AUDITORS:** M/s Vora & Associates, Chartered Accountants  
101-103, Rewa Chambers,  
31, New Marine Lines,  
Mumbai-400020.

**SECRETARIAL AUDITOR:** VKMG & Associates LLP,  
Practicing Company Secretaries  
Mumbai

**REGISTERED OFFICE:** B-9 To B-16 M.I.D.C, Osmanabad, Maharashtra -  
413501

**REGISTRAR TRANSFER AGENTS:** Purva Sharegistry (India) Private Limited  
Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha  
Marg, Lower Parel (East), Mumbai – 400011,  
Maharashtra, India.  
Email id: [support@purvashare.com](mailto:support@purvashare.com)  
Contact No.: +91 22 4961 4132

**WEBSITE:** [www.indoeuroindchem.com](http://www.indoeuroindchem.com)

## INDO EURO INDICHEM LIMITED

Regd Office: B-9 To B-16 M.I.D.C, Osmandabad, Maharashtra-413501

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CIN: L24100MH1990PLC057190

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**INDO EURO INDICHEM LIMITED**  
Regd Office: B-9 TO B-16 M.I.D.C, Osmanabad, Maharashtra-413501  
Email: [rinkupoly@rediffmail.com](mailto:rinkupoly@rediffmail.com), Website: [www.indoeuroindchem.com](http://www.indoeuroindchem.com)  
CIN: L24100MH1990PLC057190,

### **NOTICE OF ANNUAL GENERAL MEETING**

**Notice** is hereby given that the **34<sup>th</sup> Annual General Meeting** of the members of **M/s. Indo Euro Indchem Limited** (the company) will be held on **Saturday, September 28, 2024, at 12.30 p.m. (IST)**, through video conferencing (“VA”) /other audio-visual means (“OAVM”) to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To re-appoint a director Mr. Akshit Balwantrai Lakhani (DIN:00334241), as a director who retires by rotation and being eligible offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Akshit Balwantrai Lakhani (DIN: 00334241), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company”

#### **SPECIAL BUSINESS: -**

3. To alter main object clause of the Memorandum of Association of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as a **special resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 4, 13, 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), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, regulations, policies or guidelines and subject to approval of Registrar of Companies, Maharashtra Mumbai (The ‘ROC’) and other statutory approvals if any, the consent of the shareholders of the Company be and is hereby accorded to amend the Object Clause of Memorandum of Association of the Company in the following manner:-

A new sub-clause 3 and 4 be added after the existing sub-clause 2 in Clause III A (Main Objects) as under: -

3. To carry on the business of chemists, exporters, importers, manufacturers and Dealers of pharmaceutical, medical, chemical parental preparations, ray, radium treatment, surgical and scientific apparatus and materials.

4. To carry on the business of manufacturing, fabrication, development, trading, supplying and deal in any manner of medicine, engineered healthcare environment, medical devises, all types of surgical products and equipment of every description and to act as researchers, developers, fabricators and traders.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all necessary steps and to do all such acts, deeds and things, as they may deem fit, in the connection, and also further to comply with such fillings and registration, if any, under the Companies Act, 2013 in relation to the aforesaid alteration to the memorandum of Association.”

4. To appoint Mr. Bhavik Ashokkumar Shah (DIN: 09605363) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Bhavik Ashokkumar Shah (DIN: 09605363), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from May 07, 2024 in terms of Section 161(1) of the Act and Article 117 of the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and who is eligible for appointment at this Annual General Meeting and whose name is registered in the online data bank of Independent Directors and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, to hold office for a period of 5 (five) consecutive years commencing with effect from May 07, 2024 up to May 06, 2029 and shall not liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Bhavik Ashokkumar Shah shall be entitled to receive sitting fees of Rs.3,000/- for attending meetings of the Board or any committees thereof, which shall be varied as may be determined by the Board from time to time and reimbursement of expenses incurred thereto;

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. To appoint Mr. Yash Manish Shah (DIN: 10727203) as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies



(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Yash Manish Shah (DIN: 10727203), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive and Non-Independent Director of the Company, whose period of office is liable to determination by retirement of Directors by rotation.

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

**Place: Osmanabad**  
**Date: 28-08-2024**

By Order of the Board of Directors  
For **Indo Euro Indchem Limited**

**SD/-**

**Registered Office:**  
B-9 To B-16 M.I.D.C, Osmanabad,  
Maharashtra-413501

**Vardhman Chhaganlal Shah**  
**Chairman**  
**DIN: 00334194**

## NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business, to be transacted at the Annual General Meeting (“AGM”) is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. The Ministry of Corporate Affairs (‘MCA’) has, vide its circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 May 5, 2022 and December 28, 2022 (collectively referred to as ‘MCA Circulars’), permitted convening the Annual General Meeting (‘AGM’ / ‘Meeting’) through Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and the Route Map of the venue of the Meeting are not annexed hereto.
4. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Akshit Balwantrai Lakhani (DIN: 00334241), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declaration for his re-appointment. The Board of Directors of the Company recommends his re-appointment.

Mr. Akshit Balwantrai Lakhani, Director of the Company, is interested in the Ordinary Resolution set out at Item No.2, of the Notice with regard to his re-appointment. The relatives of Mr. Akshit Balwantrai Lakhani may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.

Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the ‘Annexures A to C’ to the Notice.

5. The Securities and Exchange Board of India (‘SEBI’) also, vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023 and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07 2023 (‘SEBI Circulars’), has dispensed with the requirement of printing and dispatch of annual reports by the companies to their shareholders.

6. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or the Registrar and Share Transfer Agent of the Company ("**Registrar and Share Transfer Agent**") or with the Depository Participants. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circulars electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2024, consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.indoeuroindchem.com](http://www.indoeuroindchem.com), websites of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Company's Registrar and Transfer Agent, Purva Shareregistry (India) Private Limited ("PSIPL") at <https://www.purvashare.com/>.
7. (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company [www.indoeuroindchem.com](http://www.indoeuroindchem.com) duly filled and signed along with requisite supporting documents to Purva Shareregistry (India) Private Limited ("PSIPL"), Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai – 400011.  
  
(b) Members holding shares in dematerialised mode, who have not registered / updated their e-mail address are requested to register / update the same with the Depository Participant(s) where they maintain their demat accounts.  
  
(c) Further, in terms of MCA Circulars, the Company has made arrangements with Purva Shareregistry for registration of email addresses for the limited purpose of receiving the Notice of the AGM and Annual Report (including remote e-voting instructions) electronically. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered by following the process given in clause B under point II of Step 2 under E-voting & E-AGM instruction of this Notice. Accordingly, the Company shall send the Notice of the AGM and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting.
8. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by Purva. The instructions for participation at the AGM through VC/OAVM by members are given in the instruction part of this Notice.
9. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of Purva, to provide the facility of voting through electronic means to the members to enable them to cast

their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

11. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system (“**Insta Poll**”) during the AGM. The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
12. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system (“Insta Poll”) during the meeting while participating through VC/OAVM facility.
13. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system (“Insta Poll”) at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member cast votes by both modes i.e., e-voting system (“Insta Poll”) at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
14. Voting rights of the members (for voting through remote e-voting or e-voting system (“Insta Poll”) at the AGM) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, September 21, 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system (“Insta Poll”) at the AGM.
15. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at [galaxy\\_delta@yahoo.co.in](mailto:galaxy_delta@yahoo.co.in) with a copy to Purva and/or access the link <https://evoting.purvashare.com/>. to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_ EVENT NO”. Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
16. 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.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and a Certificate from the Secretarial Auditors of the Company under Regulation 13 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other relevant documents shall be made available only in electronic form for inspection during the AGM.
18. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date

of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to [galaxy\\_delta@yahoo.co.in](mailto:galaxy_delta@yahoo.co.in)

19. As mandated by the Securities and Exchange Board of India ('SEBI'), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

SEBI through relevant circulars issued in this regards, has mandated furnishing of PAN, KYC and nomination details by all shareholders holding shares in physical form.

20. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:

- For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Purva Sharegistry to provide efficient and better service to the Members. Purva has provided a facility for registration / updation of e-mail address and nomination through the link: <https://www.purvashare.com/>.
- For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to Purva the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

The aforesaid forms can be downloaded from the Registrar and Transfer Agents website at <https://www.purvashare.com>

21. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-
- a. Change in their residential status on return to India for permanent settlement;
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

22. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal / exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Purva Sharegistry as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Registrar and Transfer Agent's website at <https://www.purvashare.com>

All aforesaid documents/requests should be submitted to Purva Sharegistry, at the address mentioned below:

Ms. Deepali Dhuri  
Purva Sharegistry (India) Private Limited  
(Unit: Indo Euro Indchem Limited)  
Unit No. 9, Shiv Shakti Industrial Estate,  
J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011  
Contact at 022-49614132  
022-49700138  
E-mail: support@purvashare.com

23. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Saturday, September 21, 2024 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Purva Sharegistry from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Tuesday, September 24, 2024, and end of remote e-voting: Up to 5.00 p.m. (IST) on Friday, September 27, 2024.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Purva upon expiry of aforesaid period.

24. The Board of Directors has appointed Mr. Anish Gupta or falling him Mr. Manish Rajnarayan Gupta, partners of M/s. VKMG & Associates LLP, Practicing Company Secretaries as the "**Scrutinizer**" for the purpose of scrutinizing the process of remote e-voting and e-voting system ("Insta Poll") at the Meeting in a fair and transparent manner.

25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e-voting ("Insta Poll") and votes cast through remote e-voting and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
26. The results declared along with the report of the scrutinizer shall be placed on the Company's website at [www.indoeuroindchem.com](http://www.indoeuroindchem.com) and on the website of e-voting agency Purva Sharegistry immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. The result will be displayed on the notice board of the Company at its Registered Office.
27. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the financial year 2023-2024.
28. In case of any general queries or information regarding the Annual Report, the Members may write to [galaxy\\_delta@yahoo.co.in](mailto:galaxy_delta@yahoo.co.in) to receive an email response. However, queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to [galaxy\\_delta@yahoo.co.in](mailto:galaxy_delta@yahoo.co.in) at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
29. After the conclusion of AGM, the recorded transcript of the AGM shall as soon as possible be made available on the website of the Company at [www.indoeuroindchem.com](http://www.indoeuroindchem.com).
30. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

- (i) The voting period begins on Tuesday, September 24, 2024 at 09.00 A.M. and ends on September 27, 2024 at 05.00 P.M. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Indo Euro Indchem Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.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.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [galaxy\\_delta@yahoo.co.in](mailto:galaxy_delta@yahoo.co.in) (designated email address by company), if they have voted from

individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [galaxy\\_delta@yahoo.co.in](mailto:galaxy_delta@yahoo.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [galaxy\\_delta@yahoo.co.in](mailto:galaxy_delta@yahoo.co.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Shareregistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-49700138.

**By Order of the Board of Directors  
For Indo Euro Indchem Limited  
Sd/-  
Mr. Vardhman Shah  
Chairman  
DIN: 00334194**

**Place: Osmanabad  
Dated: 28-08-2024**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

**Item No: 3**

The Board of Directors of the Company feels that to compete in the current Global market, the Company should diversify & expand its business and accordingly, the Company is planning to carry on the business as chemists, exporters, importers, manufacturers and Dealers of pharmaceutical, medical, chemical parental preparations, ray, radium treatment, surgical and scientific apparatus and materials and as manufacturing, fabrication, development, trading, supplying and deal in any manner of medicine, engineered healthcare environment, medical devises, all types of surgical products and equipment of every description and to act as researchers, developers, fabricators and traders and to do the same the Main object clause of the MOA of the Company is required to be altered or modified.

In view of the above said requirements, it is proposed to add a new clause as sub-clause 3 and 4, after existing sub-clause 2 to Clause III A of the Memorandum of Association of the Company, in relation to the Main Objects of the Company.

In terms of the provisions of Section 4 and Section 13 of the Companies Act, 2013, the approval of the Members by way of a special resolution is required for alteration to the Object Clause of the Memorandum of Association.

In terms of provision of section 13 and any other applicable provision of the Companies Act, 2013 and rules made thereunder, the approval of shareholders by way of Special Resolution required to be obtained for alteration or modification of Main Object clause of the Company. Hence, the approval of the Shareholders by way of the Special Resolution is sought.

The draft altered Memorandum of Association of the Company is available for inspection. Please refer to note no.18 given in the Notice on inspection of documents.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends special resolution as set out in Item No.3 of the Notice for approval by the Members.

**Item No. 4**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with the Articles of Association of the Company, had approved the appointment of Mr. Bhavik Ashokkumar Shah (DIN: 09605363) as an Additional Director, designated as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from May 07, 2024.

Mr. Bhavik Shah, aged 31 years and is a Fellow member of the Chartered Accountant of India. He has worked on various Audit. His experience includes Direct/Indirect Taxes, Auditing & Assurance Services, Company Advisory Services and Bank Audits. He seeks at providing a

single window professional services to all types of business and professions including individuals, non-resident and corporate bodies requirements.

He is currently pursuing Diploma in Information Systems Audit and Registered Valuation Certificate.

Looking at the experience and expertise of Mr. Bhavik Shah and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company ('the Board') at their meeting held on May 07, 2024 had appointed Mr. Bhavik Shah, as an Additional Non-Executive and Independent Director of the Company with effect from May 07, 2024, for a period of 5(five) consecutive years, subject to approval of shareholders at the ensuing Annual General Meeting of the Company. Accordingly, Board hereby proposed to appoint Mr. Bhavik Shah, as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years effective from May 07, 2024 up to May 06, 2029. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Bhavik Shah, for the office of Independent Director.

Mr. Bhavik Shah's name is registered in the online data bank of Independent Directors. Further, the Company has also received from Mr. Bhavik Shah (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014; (ii) Intimation in Form DIR-8 in terms of Companies (Appointment and Qualification) Rules 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of Listing Regulations and criteria of directorship as provided under Regulation 17(A), Regulation 25 and Regulation 26 of Listing Regulations; and (iv) Declaration to the effect that his name is registered online data bank of Independent Directors and will take necessary steps in relation to renewal as specified in rule 6(1) & (2) the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended. In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, as amended, the appointment of Mr. Bhavik Shah, as an Independent Director of the Company for a term of five consecutive years effective from May 07, 2024 to May 06, 2029 is being placed before the Members at AGM for their approval by way of an Ordinary Resolution.

In the opinion of the Board Mr. Bhavik Shah possess requisite qualifications, experience and expertise and hold highest standards of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended, for appointment as an Independent Director and is independent of the Management of the Company. Further, Mr. Bhavik Shah, has cleared online proficiency self-assessment test conducted by the institute notified under sub-section (1) of section 150, as required under rule 6(4) of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended. Further having regard to her qualifications, knowledge, expertise and experience, appointment of Mr. Bhavik Shah, as an Independent Director will be in the best interest of the Company.

The details and disclosures as required of Mr. Bhavik Shah, under Regulation 36 of Listing Regulation, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in "Annexure B". The copy of terms and conditions of appointment of the

Independent Director is available for inspection. Please refer to note no.18 given in the Notice on inspection of documents.

Save and except Mr. Bhavik Shah, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No.4, as an Ordinary Resolution for the approval of the Members.

#### **ITEM No. 5:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, had appointed Mr. Yash Manish Shah (DIN: 10727203) as Additional Non-Executive Director of the Company with effect from May 7, 2024. Pursuant to Section 161(1) of the Act, the said directors hold office up to the date of this meeting.

Mr. Yash Manish Shah is not disqualified from being appointed as directors in terms of Section 164 of the Act and have respectively given their consent to act as directors.

The Company has received notices under Section 160 of the Act from a shareholder proposing the candidature of Mr. Yash Manish Shah for the office of a Director of the Company and accordingly it is proposed to appoint him as Non-Executive Directors of the Company whose period of office will be liable to determination by retirement by rotation.

Details of Mr. Yash Manish Shah are provided in the 'Annexure' to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. The said director shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Save and except Mr. Yash Manish Shah, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval by the members.

By Order of the Board of Directors  
For **Indo Euro Indchem Limited**

**Sd/-**  
**Mr. Vardhman Shah**  
**Chairman**  
**DIN: 00334194**



**Place: Osmanabad**

**Date: 28-08-2024**

**Registered office:**

B-9 to B-16, M.I.D.C. Osmanabad – 413 501  
Maharashtra

## ANNEXURE to the Notice

### Details of the Directors retiring by rotation / seeking re-appointment at the 34<sup>th</sup> Annual General Meeting

**[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]**

#### ANNEXURE A

Name of the Director	Mr. Akshit Balwantrai Lakhani
DIN	00334241
Date of Birth	24/11/1985
Age	39 Years
Date of First Appointment on the Board	01-03-2011
Qualification	Mr. Akshit Lakhani has completed his Graduation and post-Graduation from Mumbai University.
Brief Resume, Experience and Expertise in Functional Area	Mr. Akshit Lakhani has a total experience of 16 years. He has played vital role in trading and Administration. He is Trading and Administration Expert.
Terms and Conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, Mr. Akshit Balwantrai Lakhani, who retires by rotation at ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
Number of Meetings of the Board attended during the year	During the year he has attended 4 (Four) Board Meetings.
Remuneration last drawn	6,00,000/- p.a
Remuneration sought to be paid	Mr. Akshit B. Lakhani is entitled to receive remuneration up to such limit and on such terms and conditions as decided by board under Section 197 read with schedule v of Companies Act, 2013
List of Listed Companies and/or Bodies Corporate in which	Silikon Vyapar Private Limited Vap Logistics & Supply Chain Private Limited Prime Decor Laminate Private Limited JMC Impex India Private Limited Flower Merchants Private Limited Gentle Tradecomm Private Limited

Directorships Held	IBD JIC Builders and Developers Private Limited Teeliv Healthcare India Private Limited Riverhawk Meditech Private Limited
Membership(s)/ Chairmanship(s) of the committees of Directors of other Companies	-
Shareholding in the Company including as a beneficial owner	45,000 shares
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. Akshit B. Lakhani is related to Mr. Vardhman C. Shah except this there is no inter-se relationship between other members of the board and Key Managerial personnel of the Company.
Listed Entities from which the Director has resigned in the past three years	NIL

## ANNEXURE B

Name of Director	Mr. Bhavik Shah
DIN	09605363
Date of Birth	31-10-1992
Age	31 years
Date of First Appointment on the Board	7 <sup>th</sup> May, 2024
Qualification	Chartered Accountant
Brief Resume, Experience and Expertise in Functional Area	He has work on various Audit. His experience includes Direct/Indirect Taxes, Auditing & Assurance Services, Company Advisory Services and Bank Audits. He seeks at providing a single window professional services to all types of business and professions including individuals, non-resident and corporate bodies requirements.
Number of Meetings of the Board attended during the year	Not applicable
Remuneration last drawn	Not applicable
Remuneration sought to be paid	Please refer the resolution set forth in item no.4 of the notice.
List of Listed Companies and/or other Bodies Corporate in which Directorship held	1) Shatrunjay Foodstuffs Private Limited 2) Omnitex Industries (India) Limited 3) Colinz Laboratories Limited
Membership(s)/Chairmanship(s) of the committees of Director of other companies	<b>Omnitex Industries (India) Limited</b> Audit Committee – Chairman Nomination Remuneration Committee – Chairman
Shareholding in the Company	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Bhavik Shah & other members of the Board and Key Managerial Personnel of the Company.
Listed Entities from which the Director has resigned in the past three years	NIL

**ANNEXURE C**

Name of Director	Mr. Yash Shah
DIN	10727203
Date of Birth	27-04-1989
Age	35 years
Date of First Appointment on the Board	7 <sup>th</sup> May, 2024
Qualification	BMS (Finance)
Brief Resume, Experience and Expertise in Functional Area	A seasoned finance professional with a decade of diverse experience across financial analysis, business management, content and marketing. Adept at driving data-driven decision making, process transformation and revenue growth. Known for strong analytical abilities, collaborative approach and excellent communication skills. Experienced in managing teams and working with senior stakeholders. Passionate about leveraging financial acumen to deliver business impact.
Terms and Conditions of Re-appointment	As stated in resolution no.5 of this Notice read with explanatory statement related thereto
Number of Meetings of the Board attended during the year	Not applicable
Remuneration last drawn	Not applicable
Remuneration sought to be paid	Please refer the resolution set forth in item no.5 of the notice.
List of Listed Companies and/or other Bodies Corporate in which Directorship held	1) Riverhawk Meditech Private Limited
Membership(s)/Chairmanship(s) of the committees of Director of other companies	NIL
Shareholding in the Company	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Yash Shah & other members of the Board and Key Managerial Personnel of the Company.

Listed Entities from which the Director has resigned in the past three years	NIL
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