



INDO EURO INDICHEM LIMITED

Registered Off: B-9 to B-16, M.I.D.C. Osmanabad – 413 501 (Maharashtra)
 Corp Off: 78/c The Dawn Bldg., 1stFloor, 7thGolibar Road, Santacruz (East), Mumbai – 400 055.
 Tel.: 26135626/27 Fax: 26191817 Email:rinkupoly@rediffmail.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting (AGM) of Indo Euro Indchem Limited will be held at B-9 TO B-16, M.I.D.C., Osmanabad, Maharashtra on Thursday, 28th September 2017 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March 31, 2017 and Reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Akshit Balwantrao Lakhani** (Din no: 00334241) who retires by rotation and being eligible offers himself for re-appointment.
3. 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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, **VORA & ASSOCIATES, Chartered Accountants (Firm Registration No. 111612W)**, be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd AGM of the Company to be held in the year 2022 (subject to ratification of their appointment at every AGM), at such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. 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 Section 180 (1) (a) and other applicable provisions, if any of the Companies Act, 2013, as amended from time to time, the consent of the members in the General Meeting be and is hereby accorded to the creation (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as Board/Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/ foreign currency loans, debentures bonds and other



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instruments of an outstanding aggregate value not exceeding Rs.50 Crores (Rupees Fifty Crores Only) together with interest thereon at agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/Debenture Trusts Deed entered/to be entered into by the company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of section 180 (1) (c) and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) to borrow, from time to time, any amount, secured or unsecured, as it may deem requisite for the purpose of business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) would exceed the aggregate of paid-up share capital and free reserves of the company, provided that the amount to be borrowed together with the amount already borrowed by the Company shall not at any time exceed Rupees 50 Crore (Rupees Fifty Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place: **Osmanabad**
 Date:**21.08.2017**

SD/-

Registered Office
**B-9 TO B-16 MIDC,OSMANDABAD,
 MAHARASHTRA-413501**

Vardhman C. Shah
Chairman
Din 00334194



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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE TWENTY SEVENTH ANNUAL GENERAL MEETING (THE ‘MEETING’) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
2. An Explanatory Statement pursuant to section 102 of the Act in respect of Item no 4 and Item 5 of the Notice set out above is annexed hereto. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements)Regulations,2015(“Listing Regulations”) of person seeking re-appointment as Director is also annexed.
3. A Person Act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total shares capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
4. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
5. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but shall not have a right to vote.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 27, 2017 to Thursday, September 28, 2017(both days inclusive) for the purpose of Annual General Meeting.
7. Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the Company’s Registrar and Share Transfer Agents before the closure of the Register of Members for registration.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.



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9. Members holding shares in physical form and wishing to make / change in a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may submit the prescribed particulars in Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), to the Company.
10. The Company has entered into necessary arrangement with Central Depository Services (India) Limited (CDSL) to enable the Shareholders to dematerialize their shareholding in the Company for which they may contact the Depository Participant.
11. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.
13. Members are requested to bring their copy of Annual Report to the Meeting. A member desirous of getting any information with regard to Accounts of the Company is requested to send the queries to the Company at least 10 days before the meeting to the Company Secretary at the Registered Office of the Company.
14. Members are requested to mention their Folio Number/ Client ID/DP ID Number (in case of shares held in dematerialized form) in all their correspondence with the Company / Depository Participant in order to facilitate response to their queries promptly.
15. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company/Depository Participant for admission at the entrance to the place of the meeting.
16. Members who are holding shares of the Company in physical form through multiple folios in identical order of names are requested to write to the Company, enclosing their share certificates, to enable the Company to consolidate their holdings in one folio.
17. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote, whether in person or by proxy.



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18. Members are requested to contact the Company's RTA for reply to their queries/redressal of complaints.

M/s Sharex India Pvt Ltd
 Unit 1, Luthra Industries Premises
 Andheri -Kurla Road, Safed Pool
 Andheri (E), Mumbai -400072

19. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting, the relevant details of Director seeking re-appointment are provided as below:

Name	AKSHIT LAKHANI
Date of Birth	24/11/1985
Directors Identification Number (DIN)	00334241
Age	32
Qualification	B COM
Expertise in Specific Area	-
Date of first Appointment on board of the Company	01/03/2011
Shareholding in INDO EURO INDICHEM LIMITED	45000
List of Directorship held in other companies	1.Silikon Vyapar Private Limited 2.Gadia Mercantile Private Limited 3.Jmc Exim India Private Limited 4.Teeliv Healthcare India Private Limited 5.Prime Dekor Laminate Private Limited 6. Vap Logistics & Supply Chain Pvt Ltd
Membership/Chairmanships of Audit and stakeholders relationship committees	Audit Committee:Member Stakeholder Relationship Committee-Member

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



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20. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules made thereunder will be available for inspection by the members at the Meeting.

21. The relevant documents referred to in this Notice and Explanatory Statement are open for inspection at the Meeting and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the registered office from the date of dispatch of the Notice till the date of the Meeting on all working days, from 10 A.M TO 12 P.M.,except Saturdays.

22. Voting through electronic means:

- I. In Compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015('Amendment Rules') and the regulation 44 of SEBI Listing Regulations, 2015,and Secretarial Standard, on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 27TH Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India)Limited (CDSL).
- i. The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have casted their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- ii. The remote e-voting period commences on Monday 25thSeptember 2017at (9.00 A.M. IST) and ends on Wednesday, 27th September 2017 at (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on Saturday, 16th September 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on Wednesday, 27th September 2017 at (5.00 P.M. IST). Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.



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- iii. Mr. Anish Gupta FCS, (CP Registration No. 4092), Practising Company Secretary, has been appointed as the Scrutinizer to enable the voting and remote e-voting processes to be conducted in a fair and transparent manner

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 25th September 2017 at (9.00 A.M. IST) and ends on Wednesday, 27th September 2017 at (5.00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on Thursday, 21st September 2017 at 5.00 P.M may cast their vote electronically.
 The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 a. For CDSL: 16 digits beneficiary ID
 b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



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(DOB)	
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- (viii) If you are a first time user follow the steps given below:
- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <INDO EURO INDICHEM LIMITED > on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Place: **Osmanabad**

Date:**21.08.2017**

Registered Office
**B-9 TO B-16 MIDC,OSMANDABAD,
MAHARASHTRA-413501**

SD/-

Vardhman C. Shah
Chairman
Din 00334194



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM NO 4:

The following Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 ('Act'), sets out all material facts relating to the business mentioned under Item No. 4.

The borrowings from the lenders/banks/financial institutions are required to be secured by way of mortgage, hypothecation, pledge and/ or charge on all or any of the movable and/ or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company and/ or the whole or part of any of the undertaking of the Company, in favor of lender(s) from time to time.

Pursuant to the provisions of Section 180(1) (a) of the Companies Act 2013, the approval of shareholders is required by way of Special resolution to create security or charge on the assets of the Company for the purposes of the borrowings aggregate value not exceeding Rs. 50 Crores (Rupees Fifty Crores Only). The mortgage and/or charge by the Company on its moveable and/or immoveable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the Lender(s), may be regarded as disposal of the Company's undertaking(s) within the meaning of section 180(1) (a) of the Companies Act 2013 which provides for approval of shareholders by a Special Resolution.

Hence, approval of the shareholders is required. The Board of Directors of your Company recommends the Special Resolutions in the accompanied notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise.

ITEM NO 5:

The following Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 ('Act'), sets out all material facts relating to the business mentioned under Item No. 5.

Section 180(1)(c) of the Companies Act, 2013 provides that board of directors of a company may borrow any amount (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), secured or unsecured, provided that the total amount which may be borrowed together with the amount already borrowed by the Company shall not exceed its paid up capital and free reserves unless authorised by passing special resolution in general meeting of the company.

Accordingly it is proposed to authorise board of directors of your Company or any Committee thereof to borrow from time to time any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of the paid-up



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share capital of the Company and its free reserves, provided that the total amount which may be borrowed shall not exceed the sum of Rs. 50 Crores (Rupees Fifty Crores Only)outstanding at any point of time.

Hence, approval of the shareholders is required. The Board of Directors of your Company recommends the Special Resolutions in the accompanied notice for approval of the Shareholders.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company and unsecured loan given by the Directors/relatives to the Company.

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

Place: **Osmanabad**
Date:**21.08.2017**

SD/

Registered Office
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Vardhman C. Shah
Chairman
Din 00334194