

INDO EURO INDICHEM LIMITED

**Red Office: GOPAL BHAVAN, IIND FLR, BANDARI X LANE, MUMBAI Osmanabad 000000
Email: galaxy_delta@yahoo.co.in, website: www.indoeuroindchem.com
CIN No.L24100MH1990PLC057190, landline Osmanabad: - 02472-203497**

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of Indo Euro Indchem Limited will be held on Thursday, 28th March, 2019 at 11.30 a.m. at 78/C, The Dawn Building, 7th Golibar Road, Santacruz (East), Mumbai-400055 to transact the following business:

SPECIAL BUSINESS

1. **RE-APPOINTMENT OF MR. DIPAKKUMAR PRATAPRAI PANDYA (DIN NO: 03434486) AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and as recommended by Nomination and Remuneration Committee, Mr. Dipakkumar Prataprai Pandya (DIN No: 03434486), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of 5 consecutive years from April 1, 2019 till March 31, 2024.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. **RE-APPOINTMENT OF MR. PARESH VALANI (DIN NO: 05235367) AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and as recommended by Nomination and

Remuneration Committee, Mr. Paresh Valani (DIN No: 05235367), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed to hold office for five consecutive years for a term from April 1, 2019 to 31st March 2024, and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: **Mumbai**
Date: **28.02.2019**

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

SD/-

Registered Office
**GOPAL BHAVAN, IIND FLR, BANDARI X
LANE, MUMBAI Osmanabad 000000**

Vardhman Chhaganlal Shah
Chairman
Din **00334194**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**
2. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total shares capital of the company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
3. The Proxy Form in order to be effective must be received at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
4. Corporate members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the meeting.
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. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting. The members are requested to get their shares dematerialized. The company's ISIN Code No. INE319N01019.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
8. In the general interest of the Members, it is requested of them to update their bank mandate / NECS / Direct credit details / name / address / power of attorney and update their Core Banking Solutions enabled account number:
 - For shares held in physical form: with the Registrar and Transfer Agent of the Company.
 - For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.
9. An Explanatory Statement pursuant to section 102 of the Act in respect of Item no 1 and 2 of the Notice set out above is annexed hereto.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, March 26, 2019 to Thursday, March 28, 2019(both days inclusive) for the purpose of Extra Ordinary General Meeting.
11. 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.
12. Notice of the Extra Ordinary 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.
13. 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.
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.
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
Email id: sharexindia@vsnl.com
19. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (ListingObligation 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	<u>MR. DIPAKKUMAR PRATAPRAI PANDYA</u>	<u>MR. PARESH VALANI</u>
Date of Birth	51 years	67 years
Directors Identification Number (DIN)	03434486	05235367
Age	68	52
Qualification	Graduate	Graduate
Expertise in Specific Area	Marketing	Sales
Date of first Appointment on board of the Company	30.09.2011	29.09.2012
Shareholding in INDO EURO INDICHEM LIMITED	Nil	Nil
Directorship held in other public Companies,(excluding Foreign and Private Companies)	No	No
Membership/Chairmanships of Audit and stakeholders relationship committees	Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholder Relationship Committee (Member)	Audit Committee (Chairman) Nomination and Remuneration Committee (Chairman) Stakeholder Relationship Committee (Chairman)

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 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 Extra Ordinary General Meeting 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 Extra Ordinary General Meeting ("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 25th March, 2019 at (9.00 A.M. IST) and ends on Wednesday, 27th March, 2019 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 Cut-off date on Thursday, 21st March 2019 at (5.00 P.M. IST), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on Wednesday, 27th March, 2019 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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday 25th March, 2019 at (9.00 A.M. IST) and ends on Wednesday, 27th March, 2019 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 March 2019 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	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"> 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 (DOB)	<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).

- (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 INDCHEM 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.
 - 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.
- (xxi) The Board of Directors has appointed Mr.Anish Gupta, Practising Company Secretary (FCS : 5733, CP : 4092) as Scrutinizer for conducting the remote electronic voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any, within a period of three working days from the date of conclusion of the e-voting period.
- (xxiii) The results declared along with the Consolidated Scrutinizer's report shall be placed on the website of the Company www.indoeuroindchem.com. The results shall simultaneously be communicated to the Stock Exchanges.
- (xxiv) Route map giving directions to the venue of the meeting is annexed to the Notice.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1 : - To re-appoint Mr.Dipakkumar Prataprai Pandya (DIN 03434486) as an Independent Director of the Company:

The Members of the Company, at the 24th Annual General Meeting held on Monday,29th day of September, 2014 had approved the appointment of Mr.Dipakkumar Prataprai Pandya as an Independent Director of the Company, whose term is due to expire on 31st March, 2019.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr.Dipakkumar Prataprai Pandya, it is proposed to re-appoint him for the second term as an independent Director on the Board of Indo Euro Indchem Limited for a period of five years upto 31st March, 2024.

In the opinion of the Board, Mr.Dipakkumar Prataprai Pandya fulfils the conditions specified in the Act, he is independent of the management. Copy of the draft letter for appointment of Mr.Dipakkumar Prataprai Pandya as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.Dipakkumar Prataprai Pandya as an Independent Director.

Accordingly, the Board recommends passing of the Resolution at Item No. 1 of the Notice as a Special Resolution. Except Mr.Dipakkumar Prataprai Pandya, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

Item No. 2 : - To re-appoint Mr. Paresh M. Valani, Director (DIN: 05235367)as an Independent Director of the Company:

The Members of the Company, at the 24th Annual General Meeting held on Monday,29th day of September 2014 had approved the appointment of Mr. Paresh M. Valani as an Independent Director of the Company, whose term is due to expire on 31st March 2019.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Paresh M. Valani, it is proposed to re-appoint him for the second term as an independent Director on the Board of Indo Euro Indchem Limited for a period of five years upto 31st March, 2024.

In the opinion of the Board, Mr. Paresh M. Valanifulfills the conditions specified in the Act and he is independent of the management. Copy of the draft letter for appointment of Mr. Paresh M. Valani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Paresh M. Valani as an Independent Director.

Accordingly, the Board recommends passing of the Resolution at Item No. 2 of the Notice as a Special Resolution. Except Mr. Paresh M. Valani, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Place: **Mumbai**
Date: **28.02.2019**

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

SD/-

Registered Office
**GOPAL BHAVAN, IIND FLR, BANDARI X
LANE, MUMBAI Osmanabad 000000**

Vardhman Chhaganlal Shah
Chairman
DIN No : 00334194

ATTENDANCE SLIP

INDO EURO INDCHEM LIMITED

Red Office: GOPAL BHAVAN, IIND FLR, BANDARI X LANE, MUMBAI Osmanabad 000000

email: galaxy_delta@yahoo.co.in, website: www.indoeuroindchem.com

CIN No. L24100MH1990PLC057190, Landline :- 02472-203497

DP ID.*	Client ID*	Folio No.	No. of Share(s) held

* Applicable for members who are holding shares in dematerialized form

I hereby record my presence at the **Extra Ordinary General Meeting** of the Company on **Thursday, 28th March, 2019 at 78/C, The Dawn Building, 7th Golibar Road, Santacruz (East), Mumbai-400055.**

Name of the Member(s)	
Signature of the Member	
Name of the Proxy	
Signature of the Proxy	

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

PROXY FORM NO. MGT-11

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

INDO EURO INDICHEM LIMITED

Red Office: GOPAL BHAVAN,IIND FLR, BANDARI X LANE, MUMBAI Osmanabad000000

email: galaxy_delta@yahoo.co.in, website: www.indoeuroindchem.com

CIN No.L24100MH1990PLC057190, Landline :- 02472-203497

Name of the Member(s)	
Registered Address:	
Email-Id:	
CLIENT ID/Folio No.	DP ID:

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

1.Name:.....Address:.....
Email Id:.....,or failing him

2.Name:.....Address:.....
Email Id:.....,or failing him

3.Name:.....Address:.....
Email Id:.....,or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company to be held on Thursday, 28th March, 2019 at 11.30 a.m. **at 78/C, The Dawn Building, 7th Golibar Road, Santacruz (East), Mumbai-400055** or at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolutions	TYPE OF RESOLUTION	NUMBER OF SHARE	FOR	AGAINST
1	Re-appointment of Mr. Dipakkumar Prataprai Pandya (DIN No : 03434486) as an Independent Director	Special			
2	Re-appointment of Mr. Paresh Valani (DIN No : 05235367) as an Independent Director	Special			

Signed this.....day of2018.

Signature of Shareholder:.....

Rs. 1/-
Revenue
Stamp

Signature of the Proxy Holder(s) (1)
.....(2).....(3).....

Note: The proxy form must be deposited at the Registered office of the company not less than 48 hours before the time of the holding the meeting. The proxy need not be a member of the company.

INDO EURO INDCHEM LIMITED
CIN No. L24100MH1990PLC057190

Regd Office: GOPAL BHAVAN, IIND FLR, BANDARI X LANE, MUMBAI Osmanabad000000

BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name and Registered Address of the sole /: First named Member	:	
Name (s) of the Joint Holder (s) (if any)	:	
Registered Folio No./ DP ID No. and Client ID No.	:	
Number of share(s) held	:	
EVSN (e-voting EVSN Number)	:	
User ID & Password	:	If you are registered with CDSL on e-voting system, please use your existing used ID and password. If you are a first time user follow the steps given in Note No. 25 to the Notice.

I / We hereby exercise my / our vote(s) in respect of the Resolutions set out in the Notice of the Extra Ordinary General Meeting of the Company to be held on Thursday, March 28, 2019 at 11:30 a.m. and at any adjournment thereof by sending my / our assent or dissent to the said Resolutions by placing the tick () mark at the appropriate box below:

Item No.	Resolution	Type of Resolution	No. of Shares	For	Against
1	Re-appointment of Mr. Dipakkumar Prataprai Pandya (DIN 03434486) as an Independent Director	Special			
2	Re-appointment of Mr. Paresh Valani (DIN 03434486) as an Independent Director	Special			

Place:

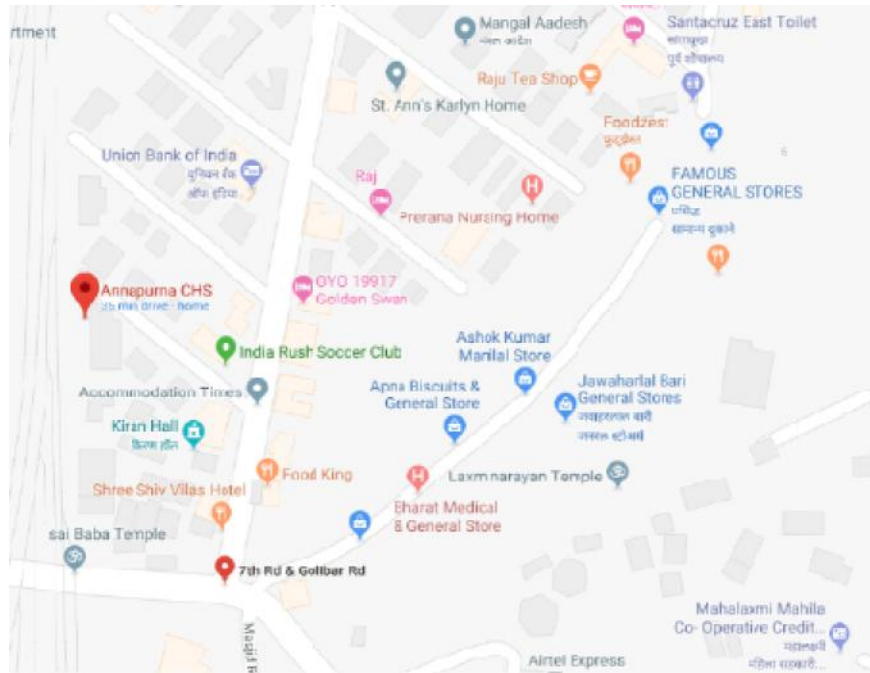
Date:

(Signature of Member)

INSTRUCTIONS

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutiniser, appointed by the Board of Directors of the Company viz. Mr. Anish Gupta, M/s Anish Gupta & Associates, Practising Company Secretaries at 413, Autumn Grove, Lokhandwala Township, Kandivali East, Mumbai-400101.
2. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned ballot forms will be rejected.
4. A member need not cast all the votes in the same manner.
5. The Scrutiniser's decision on the validity of the ballot form will be final.

MAP FOR VENUE OF EXTRA ORDINARY GENERAL MEETING



If, undelivered please return to:

Regd. Office:

**Indo Euro Indchem Limited
GOPAL BHAVAN, IIND FLR,
BANDARI X LANE, MUMBAI
Osmanabad000000**