

**NOTICE**

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of **INDO-ECO (INDIA) LTD.** will be held at the Registered Office of the Company at 3B, Alipore Avenue, Kolkata - 700 027 on Wednesday, the 20<sup>th</sup> day of September, 2017 at 1.00 P.M. to transact the following business :

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statement of the Company including Audited Balance Sheet as at 31<sup>st</sup> March, 2017, Audited Profit & Loss Account and the Cash Flow statement for the year ended as on that date together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Pradeep Kumar Drolia (DIN: 00291966) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company until the conclusion of 5 (five) Annual General Meeting to hold office from the conclusion of this Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

“ **RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Company, M/s. A. Mitruka & Co., Chartered Accountants (Registration No. 326754E), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 5 (five) consecutive AGMs (subject to ratification of the appointment by the members at every AGM held after this AGM) and the Board of Directors be and are hereby authorized to fix their remuneration.”

**SPECIAL BUSINESS:**

4. **APPOINTMENT OF MRS. MANJU CHOKHANI (DIN: 07893596) AS AN INDEPENDENT DIRECTOR**

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

“ **RESOLVED THAT** pursuant to Section 149, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Manju Chokhani (DIN:07893596) be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive year's upto 13<sup>th</sup> August, 2022 and shall not be liable to retire by rotation.”

**INDO-ECO (INDIA) LTD.**

(CIN : L51909WB1983PLC036102)

**Regd. Office : 3B, Alipore Avenue, Kolkata – 700 027.**

**Tel : (033) 2210 4651, Fax : 2230 3115.**

email : indo.jrd@gmail.com

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**Registered Office:  
3B, Alipore Avenue,  
Kolkata - 700 027.**

**Date: 14<sup>th</sup> August, 2017**

**By Order of the Board of Directors  
FOR INDO-ECO (INDIA) LIMITED**

**Sd/-  
(Pradeep Kumar Drolia)  
Director  
DIN: 00291966**

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**Notes:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. The profile of the Directors seeking appointment/ re-appointment, as required in terms of applicable regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 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 MEMBER.**
5. The proxies to be effective, must be duly stamped, completed, dated, signed and deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The instrument of proxy valid for the Annual General Meeting and any adjournment thereof. A proxy form is enclosed.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. The Proxy shall carry **his/her/their** Identity proof for attending the meeting to proof **his/her/their** credentials in terms of the Secretarial Standards.
8. 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.
9. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 18.08.2017.
10. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 13.09.2017 are requested to send the duly signed written / email communication to the Company at **indo.jrd@gmail.com** and to the RTA at **skcdilip@gmail.com** by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 13.09.2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 13.09.2017 the facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

13. **Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to the Registrar and Share Transfer Agent. The Register of Members and Share Transfer Books of the Company will remain closed from 14<sup>th</sup> September, 2017 to 20<sup>th</sup> September, 2017 (both days inclusive) for the purpose of this AGM.**
14. **Relevant documents referred to in this Notice** are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours and also at the AGM in physical mode.
15. Members whose shareholding is in the electronic mode are requested to update address & bank account details to their respective Depository Participant(s) and the Members whose shareholding is in the physical mode are requested to provide the same to R&TA.
16. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with the Company your Depository Participant to enable us to send you the Quarterly Reports, Notices, Annual Reports including financial statements, Board Reports, etc. and any other communications via email. All the shareholders holding shares in physical form who have not registered their e-mail addresses so far are requested to register their-mail address to the RTA / Company for receiving all aforesaid communication from the Company, electronically.**
17. The Notice of the 34<sup>th</sup> AGM, along with the Annual Report, Attendance Slip and Proxy Form along with the process, instructions and the manner of conducting e-voting are being sent by electronic mode only to all those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017 are being sent in the permitted mode. The documents referred to above are also available on the Company's website.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the 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 their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/ R&TA.
19. **Voting by Electronic means:-**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 National Securities Depository Limited (NSDL).
  - II. The remote e-voting period commences on 16<sup>th</sup> September, 2017 at 10.00 a.m. (IST) and ends on 19<sup>th</sup> 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 cut-off date of 13<sup>th</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a

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resolution is cast by the member, the member shall not be allowed to change it subsequently.

**III.** The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder - Login

(iv) Enter the user ID and password/PIN as initial password noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select “REVEN” (Remote E Voting Event Number) of “Indo-Eco (India) Limited”.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are

authorized to vote, to the Scrutinizer through e-mail to [santibrewalla@gmail.com](mailto:santibrewalla@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) on or before 19.09.2017 upto 5.00 p.m. without which the vote shall not be treated as valid.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.

**REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**

2. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

I) In case of any queries/ grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the **“downloads”** section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

II) Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event you will need to go through the ‘Forgot password’ option available on the site to reset the Password/PIN.

III) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

20. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.

**21. However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.**

22. Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a Consolidated Scrutinizer’s Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in

favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.

23. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.

24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [indo.jrd@gmail.com](mailto:indo.jrd@gmail.com) and on the website of NSDL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

25. Route-map to the venue of the AGM is annexed for the convenience of the members.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES  
ACT, 2013**

Annexure as referred to in the notes of the notice

**Item No. 4**

The Board, at its meeting held on 14<sup>th</sup> August, 2017 and on the recommendation of Nomination and Remuneration Committee had appointed Mrs. Manju Chokhani. as an Independent Director of the Company with immediate effect i.e. 14<sup>th</sup> August, 2017, pursuant to the provision of Sections 149, 152, 160 and 161 read with Schedule IV of the Companies Act, 2013 and the Articles of Association of the Company. As per the provisions of the Act, he shall hold office of Directors as an Additional Director up to the date of the ensuing Annual General Meeting (AGM) unless appointed as a Director of the Company by the Shareholders. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of prescribed sum of money, proposing the candidature of Mrs. Manju Chokhani for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Manju Chokhani fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and he is independent of the management.

The Company has received requisite consent and declarations from Mrs. Manju Chokhani as required under various provisions of the Companies Act, 2013 and Rules made thereunder. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Manju Chokhani as an Independent Director, for approval by the shareholders of the Company upto 13<sup>th</sup> August, 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Further, he shall not be liable to retire by rotation.

A copy of the letter of appointment of Mrs. Manju Chokhani, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the ensuing Annual General Meeting.

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Except Mrs. Manju Chokhani, no other Director, Key Managerial Personnel of your Company and their relatives are in any way, financially or otherwise, directly or indirectly interested or concerned in the proposed resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 4 in relation to appointment of Mrs. Manju Chokhani as an Independent Director, for the approval by the shareholders.

A brief detail of Mrs. Manju Chokhani is given herein under and forms part of the Notice. Having regard to his background and wide experience, the appointment of Mrs. Manju Chokhani will be in the interest of the Company.

<b>Name</b>	<b>Mrs. Manju Chokhani</b>
<b>Address</b>	501, Chandrasekhar – II, 27A, Rowland Road, Kolkata – 7000 020
<b>Date of Birth &amp; Age</b>	31-03-1969
<b>Date of first appointment on the Board</b>	14 <sup>th</sup> August, 2017
<b>Details of remuneration last drawn(FY 2016-17) and sought to be paid, if applicable</b>	NIL
<b>Expertise in specific Functional areas</b>	Financial areas for the last to decades.
<b>Terms and conditions of appointment or re-appointment</b>	Appointed as an Independent Director for a period of 5 years w.e.f. 14.08.2017
<b>Qualifications</b>	Graduation
<b>Shareholding in the Company</b>	NIL
<b>No. of Board Meetings Attended</b>	N.A.
<b>Other Companies in which Directorships held as on 31<sup>st</sup> March, 2017</b>	NIL
<b>Chairman/ Member of the Committee of the Board of other Companies in which he/she is a Director as on 31<sup>st</sup> March, 2017</b>	NIL



**ANNEXURE TO NOTICE OF AGM**

**Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting**

**[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]**

Sl. No.	Name of the Director	Mr. Pradeep Drolia	Ms. Manju Chokhani
1.	DIN	00291966	07893596
2.	Date of Birth and age	18/12/1955, 61 years	31.03.1969, 48 years
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	30.09.2003	14.08.2017
5.	Terms & Condition of appointment/ re-appointment	N.A.	N.A.
6.	Remuneration proposed	N.A.	N.A.
7.	Remuneration last drawn	N.A.	N.A.
8.	No. of shares held in the Company	NIL	NIL
9.	Qualification & Expertise in specific functional area	B.Com, L.LB, F.C.A, DISA(ICAI) Experience of almost 3 decades in finance, accounts, audit & taxation.	Graduation in B.Com
10.	No. of Board Meetings Attended during the F.Y. 2016-17	6	NIL
11.	List of other listed Companies in which Directorships held as on 31 <sup>st</sup> March, 2017	Deepak Spinners Ltd	NIL
12.	List of other Companies in which Directorships held as on 31 <sup>st</sup> March, 2017	J R D Finance Ltd.	NIL
13.	Chairman/ Member of the Committee of the Board of other Companies in which she is a Director as on 31 <sup>st</sup> March, 2017	NIL	NIL
14.	Disclosure of relationship between Directors, Managers and Managerial Personnel inter-se	Mrs. Bimla Drolia - Wife	NIL