

## **NOTICE**

**NOTICE** is hereby given that the 33<sup>rd</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 Tuesday, the 20<sup>th</sup> day of September, 2016 at 11.00 A.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, 2016, 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 Mrs. Bimla Drolia (DIN: 02963791) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint the Statutory Auditors of the Company until the conclusion of next AGM and 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, the appointment of M/s. Rustagi & Co., Chartered Accountants (Registration No. 301094E), 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 next Annual General Meeting (AGM) and the Board of Directors be and are hereby authorized to fix their remuneration.”

### **SPECIAL BUSINESS :**

#### **4. APPOINTMENT OF MR. BHARATH KEDIA 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, Mr. Bharath Kedia (holding DIN 00259738), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years 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](mailto:indo.jrd@gmail.com)

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

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

**Date : 10.08.2016**

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

**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. The proxies to be effective, must be duly stamped, completed, signed and deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form is enclosed.
5. **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.**
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.
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 12.08.2016.
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. 13.09.2016 are requested to send the duly signed written / email communication to the Company at [indo.jrd@gmail.com](mailto:indo.jrd@gmail.com) and to the RTA at [skcdilip@gmail.com](mailto: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. 13.09.2016 . A person who is not a member as on cut-off date should treat this notice for information purpose only.

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12. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 13.09.2016. 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 14th September, 2016 to 20th September, 2016 (both days inclusive) for the purpose of this AGM.**
14. Relevant documents referred to in this Notice is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM.
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 33<sup>rd</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 2016 are being sent in the permitted mode.
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 17<sup>th</sup> September, 2016 at 9:00 a.m. (IST) and ends on 19<sup>th</sup> September, 2016 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, 2016, 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 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.

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(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 19.09.2016 up to 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.

IV. 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.

V. 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.

VI. 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.

VII. 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).

VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13<sup>th</sup> September, 2016.

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13<sup>th</sup> September, 2016, may obtain the login ID and password by sending a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [indo.jrd@gmail.com](mailto:indo.jrd@gmail.com) or to RTA [skcdilip@gmail.com](mailto:skcdilip@gmail.com).

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 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 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at the accompanying Notice dated 10<sup>th</sup> August, 2016 :

**Item No. 4**

The Board, at its meeting held on 10<sup>th</sup> June, 2016 on recommendation of Nomination and Remuneration Committee has appointed Mr. Bharath Kedia as an Independent Director of the Company with immediate effect i.e. 10th June, 2016, pursuant to the provision of Sections 149, 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 would hold office of Directors as an Additional Director up to the date of the ensuing Annual General Meeting (AGM) unless appointed as Director of the Company by the Shareholders.

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

The Company has received requisite consent and declarations from Mr. Bharath Kedia as required under various provisions of the Companies Act, 2013 and Rules made thereunder.

The Company has also received 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 Mr. Bharath Kedia for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

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The copy of the letter of appointment of Mr. Bharath Kedia, as 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 AGM.

Except Mr. Bharath Kedia, 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 Mr. Bharath Kedia as Independent Director, for the approval by the shareholders of the Company for a period of 5 years 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.

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**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	Mrs. Bimla Drolia	Mr. Bharath Kedia
1.	DIN	02963791	00259738
2.	Date of Birth and age	01.01.1959, 57 years	07.10.1968, 48 years
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	30.03.2015	10.06.2016
5.	Remuneration last drawn	N.A.	N.A.
6.	No. of shares held in the Company	NIL	NIL
7.	Qualification & Expertise in specific functional area	M.A. Phd in Mathematics Expertise in the field of financial management.	Commerce Graduate Expertise in packaging industry
8.	No. of Board Meetings Attended	<b>7</b>	N.A.
9.	List of other listed Companies in which Directorships held as on 31st March, 2016	NIL	J R D FINANCE LTD
10.	List of other Companies in which Directorships held as on 31st March, 2016	SEAWAVE AGRICULTURE PRIVATE LIMITED	Nil
11.	Chairman/ Member of the Committee of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2016	NIL	NIL
12.	Disclosure of relationship between Directors inter-se	Mr. Pradeep Kumar Drolia - Husband	None



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**FORM NO : MGT – 11**  
**PROXY FORM**

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

CIN : L51909WB1983PLC036102  
Name of the Company : Indo-Eco (India) Ltd.  
Registered office : 3B, Alipore Avenue, Kolkata – 700 027.

Name of the member (s):  
Registered Address :  
E-mail Id :  
Folio No/ Client Id :  
DP ID :

I/We, being the member (s) of \_\_\_\_\_ shares of Indo-Eco (India) Ltd., hereby appoint;

1. Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_, or failing him
  
2. Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_, or failing him
  
3. Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **33<sup>rd</sup> Annual General Meeting** of the Company, to be held on the 20<sup>th</sup> day of September, 2016 at 11.00 A.M. at 3B, Alipore Avenue, Kolkata - 700 027, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
1	Adoption of Financial Statement of the Company including Audited Balance Sheet as at 31 <sup>st</sup> March, 2016, Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date, together with the Report of Board of Directors' and Auditors' thereon.
2	Approval for the re-appointment of Mrs. Bimla Drolia, Director retiring by rotation.
3	Appointment of M/s. Rustagi & Co., Chartered Accountants as the Statutory Auditors of the Company and authorize the Board to fix their remuneration.
4	Appointment of Mr. Bharath Kedia as an Independent Director for 5 years.

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Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Signature of shareholder :

Signature of Proxy holder(s) :

Affix a  
Revenue  
Stamp of  
Re.1/-

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the full text of the aforesaid resolutions, statements and notes, please refer to the Notice including the explanatory statement, convening this Annual General Meeting of the Company.

**ATTENDANCE SLIP**

<b>Name &amp; Address of the Shareholder</b>	
<b>Jointholder(s) ( if any)</b>	
<b>Regd. Folio/DP ID &amp; Client ID</b>	
<b>No. of Shares Held</b>	

1. I/We hereby record my/our presence at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on 20th day of September, 2016 (Tuesday) at 11.00 A.M. at 3B, Alipore Avenue, Kolkata - 700 027

2. Signature of the Shareholder/Proxy Present.

3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
5. Please read the instructions carefully before exercising your vote.

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**ELECTRONIC VOTING PARTICULARS**

EVSN (E-Voting Sequence Number)	USER – ID (Demat Account No./Folio No. for members holding share in physical mode)	PAN/ SEQUENCE NO.
<b>TO BE GENERATED</b>		

6. E-Voting Facility is available during the following voting period:

Commencement of E- Voting	End of E- Voting
Saturday 17 <sup>th</sup> September, 2016 from 09.00A.M (IST)	Monday 19 <sup>th</sup> August, 2016 till 05.00 P.M. (IST)