

Euro Asia Exports Limited

Date: 13.08.2019

To,

Board of Directors
Euro Asia Exports Limited

Sub: Notice for the forth coming Board Meeting

Dear Sir/Madam,

This is to inform you that the meeting of the Board of Directors (Serial No. 03/2019-20) of the Company is scheduled to be held as follows:

Day : Wednesday
Date : 21st Day of August, 2019
Time : 3:00 PM
Venue : Taurus Sarovar Portico Hotel, IGI Airport Road, N.H-08, Mahipalpur Extension, Mahipalpur, New Delhi, Delhi 110037

An agenda of the Board Meeting is enclosed herewith.

You are requested to make it convenient to attend the meeting.

For Euro Asia Exports Limited

For Euro Asia Exports Limited


Company Secretary

Shanu Srivastava
Company Secretary
Email: info@euroasiaexportsltd.com
Phn. No. 0124-4577739

EURO ASIA EXPORTS LIMITED

AGENDA

FOR

BOARD MEETING (SERIAL NO. 03/2019-20)

DATE & DAY: 21st AUGUST, 2019 (Wednesday)

TIME: 3:00P.M.

**VENUE: TAURUS SAROVAR PORTICO HOTEL, IGI
AIRPORT ROAD, N.H-08, MAHIPALPUR
EXTENSION, MAHIPALPUR, NEW DELHI, DELHI
110037**

For Euro Asia Exports Limited
Rohini Rivekara
Company Secretary

EURO ASIA EXPORTS LIMITED

Date & Day :

21st August, 2019 (Wednesday)

Time:


3:00P.M.

0Venue:

Taurus Sarovar Portico Hotel, IGI Airport
Road, N.H-08, Mahipalpur Extension,
Mahipalpur, New Delhi, Delhi 110037

Item No.	Agenda Item	Submitted for
1.	To appoint the Chairman and count the Quorum of the meeting.	Appoint and Count
2.	To grant leave of absence to the directors who are unable to attend the meeting, if any.	Approval
3.	To ratify and adopt the minutes for the last Board Meeting held on 9 th August, 2019.	Consideration and Adoption
4.	To ratify and adopt the minutes for the last Audit Committee Meeting held on 09 th August, 2019.	Consideration and Adoption
5.	To ratify and adopt the minutes for the last Nomination & Remuneration Committee Meeting held on 09 th August, 2019.	Consideration and Adoption
6.	To consider and approve the Internal Audit Report issued by Ms. Gurmohini Sachdeva PCS for the Financial Year 2018-19.	Consideration and Approval
7.	To consider and approve the Secretarial Audit Report issued by M/s JRP & Associates for the Financial Year 2018-19.	Consideration and Approval
8.	To consider, discuss and approve the appointment of Scrutinizer for scrutinizing the E-Voting process at ensuing AGM of the company.	Consideration and Approval
9.	To consider, discuss and approve the important dates and information relating to E-Voting at ensuing AGM of the company.	Consideration and Approval
10.	To consider, discuss and appointment of Statutory Auditor of the Company.	Consideration and Approval
11.	To fix the date, time and venue for convening the 38 th Annual General Meeting of the Company.	Approval

For Euro Asia Exports Limited


Company Secretary

EURO ASIA EXPORTS LIMITED

Date & Day :

21st August, 2019 (Wednesday)

Time:

3:00 P.M.

Venue:

Taurus Sarovar Portico Hotel, IGI Airport
Road, N.H-08, Mahipalpur Extension,
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6.	To consider and approve the Internal Audit Report issued by Ms. Gurmohini Sachdeva PCS for the Financial Year 2018-19.	Consideration and Approval
7.	To consider and approve the Secretarial Audit Report issued by M/s JRP & Associates for the Financial Year 2018-19.	Consideration and Approval
8.	To consider, discuss and approve the appointment of Scrutinizer for scrutinizing the E-Voting process at ensuing AGM of the company.	Consideration and Approval
9.	To consider, discuss and approve the important dates and information relating to E-Voting at ensuing AGM of the company.	Consideration and Approval
10.	To consider, discuss and appointment of Statutory Auditor of the Company.	Consideration and Approval
11.	To fix the date, time and venue for convening the 38 th Annual General Meeting of the Company.	Approval

For Euro Asia Exports Limited

Company Secretary

12.	To approve the draft notice along with the items thereof individually required for calling of 38 th Annual General Meeting of the Company and to authorize the Company Secretary to issue notice for the same to all the eligible persons.	Consideration and Approval
13.	To consider, discuss and approve the draft Board Report including draft Annual Report of the Company, as a whole, for the FY 2018-19.	Consideration and Approval
14.	To fix the Book Closure Period as per Section 91 of Companies Act, 2013 and Regulation 42 of SEBI (LODR), Regulations 2015 for the purpose of Annual General Meeting of the Company.	Approval
15.	To consider, Discuss and approve the limit of borrowings of the Company.	Consideration and Approval
16.	To consider, Discuss and approve the limit of Loans, guarantee and investment.	Consideration and Approval
17.	Any other Item which the Board may decide, with the permission of Chairman.	If Any

For Firm Asia Exports Limited

 Company Secretary

NOTES ON AGENDA:

Item 1. To appoint the chairman of the meeting:

The directors present at the meeting may elect any one amongst them as the Chairman of the meeting. The Chairman shall take the chair first and quorum shall be counted. The Chairman of the meeting shall evaluate and satisfy himself about:

- the mode of circulation and receipt of the Notice by all the directors;
- the presence of the requisite Quorum; and
- the mode of attendance by the directors; and thereafter, the meeting may proceed as per the agenda set out for the meeting.

Item 2. To grant leave of absence to the directors who are unable to attend the meeting:

If any director is unable to attend the ensuing Board meeting, then he may send a request to Company Secretary of the Company for granting leave of absence.

Item 3. To ratify and adopt the minutes for the last Board Meeting held on 09th August, 2019:

Minutes of the last Board Meeting held on 09th August, 2019 copies of which were circulated to the directors of the Company and is annexed to this agenda as well, may be confirmed and adopted by the directors present in the meeting.

Item 4. To ratify and adopt the minutes for the last Audit Committee meeting held on 09st August, 2019:

Minutes of the last Audit Committee Meeting held on 09th August, 2019 copies of which were circulated to the directors of the Company and is annexed to this agenda as well, may be confirmed and adopted by the directors present in the meeting.

Item 5. To ratify and adopt the minutes for the last Nomination & Remuneration Committee meeting held on 09st August, 2019:

Minutes of the last Nomination & Remuneration Committee Meeting held on 09th August, 2019 copies of which were circulated to the directors of the Company and is annexed to this agenda as well, may be confirmed and adopted by the directors present in the meeting.

Item 6. To consider and approve the Internal Audit Report issued by Ms. Gurmonini Sachdeva for the Financial Year 2018-19:

In terms of the requirements of Section 138 of Companies Act, 2013 the Board may take note of the Internal Audit Report issued by **Ms. Gurmohini Sachdeva**, Internal Auditor of the Company for the Financial Year ended on 31st March, 2019 placed before the Board.

For Euro Asia Exports Limited

Company Secretary

Item 7. To consider and approve the Secretarial Audit Report issued by M/s JRP & Associates for the Financial Year 2018-19:

In terms of the requirements of Section 204 of Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board may take note of the Secretarial Audit Report issued by **M/s JRP & Associates**, Secretarial Auditor of the Company for the Financial Year ended on 31st March, 2019 placed before the Board.

Item 8. To consider, discuss and approve the appointment of Scrutinizer for scrutinizing the E-Voting process at ensuing AGM of the company:

The consent letter of CS Sumit Raj and draft resolution proposing to appoint CS Sumit Raj, Practicing Company Secretary as Scrutinizer of the Company for conducting the E-Voting process at the 38th Annual General Meeting of the Company shall be placed before the Board. The Board may consider, discuss and approve the same by passing following resolution, with or without modification, in this regard:

“RESOLVED THAT in terms of the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the consent of Board of Directors of the Company be and is hereby accorded to appoint CS Sumit Raj, Practicing Company Secretary having Registered Office of his Firm at M/s Sumit Raj & Associates ; 1408/C, SGM Nagar NH-4 Faridabad, Haryana- 121001 as Scrutinizer of the Company for conducting the E-voting process at the 38th Annual General Meeting of the Company.

RESOLVED FURTHER THAT in the opinion of the Board, CS Sumit Raj, Practicing Company Secretary is efficiently capable of scrutinizing the E- voting process in a fair and transparent manner and that remuneration paid to him shall be mutually decided between the parties.

RESOLVED FURTHER THAT any, Directors of the Company and Ms. Shanu Srivastava, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things & execute all documents, undertaking as may be considered necessary in connection with or incidental for giving effect to the aforesaid resolution.”

Item9. To consider, discuss and approve the important dates and information relating to E-Voting at ensuing AGM of the company:

In terms of the requirements of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the material information as provided hereunder required to be finalized for conducting of E-Voting process at the 38th Annual General Meeting of the Company shall be placed before the Board. The

Board may consider, discuss and finalize the matter and authorize the Company Secretary of the Company to sign the related documents:

S. No	Particulars	Details
1.	Cut of date for E-Voting	10.09.2019
2.	Voting Start Date & time	14.09.2019- 09.00 A.M.
3.	Voting End Date & time	16.09.2018- 05.00 P.M.
4.	Date & time of AGM	17.09.2019
5.	Date for submission of report by Scrutinizer	19.09.2019
6.	Date of declaration of AGM results.	19.09.2019

Further details shall be specifically decided at the Board Meeting for conducting the E-Voting process at the 38th Annual General Meeting of the Company.

Item 10. To consider, discuss and the appointment of New Statutory Auditor of the Company:

In pursuance to the provisions of Section 139, 141 and 142 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the Board may consider the matter to appointment of new Statutory Auditor of the Company till the conclusion of 41th Annual General Meeting of the Company and if the ratification is approved, recommend the same to the shareholders for approval by way of passing resolution in the ensuing meeting.

Item11. To fix the date, time and venue for convening the 38th Annual General Meeting of the Company:

In pursuance to the requirements of Section 96 of Companies Act, 2013 the information for date, time and venue for convening the 38th Annual General Meeting of the Company shall be placed before the Board. The Board may consider, discuss and finalize the following matter with or without modifications, if any and authorize the Company Secretary of the Company to sign the related documents:

S. No	Particulars	Details
1.	Date of AGM	17.09.2019
2.	Time of AGM	11:00 A.M.
3.	Venue of AGM	Taurus Sarovar Portico Hotel, IGI Airport Road, N.H-08, Mahipalpur Extension, Mahipalpur, New Delhi, Delhi 110037

For Euro Asia Exports Limited

 Company Secretary

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Item 12. To approve the draft notice along with the items thereof individually required for calling of 38th Annual General Meeting of the Company and to authorize the Company Secretary to issue notice for the same to all the eligible persons:

In terms of the provisions of Section 101 and 102 of Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the draft notice for calling the 38th Annual General Meeting of the Company shall be placed before the Board. The Board may consider, discuss and finalize the notice, with or without modifications, if any and authorize the Company Secretary of the Company to sign the related documents:

NOTICE FOR CALLING 38TH ANNUAL GENERAL MEETING OF THE COMPANY:

NOTICE IS HEREBY GIVEN THAT 38TH ANNUAL GENERAL MEETING OF THE MEMEBERS OF THE EURO ASIA EXPORTS LIMITED WILL BE HELD ON TUESDAY, THE 17TH DAY OF SEPTEMBER, 2019 AT TAURUS SAROVAR PORTICO HOTEL, IGI AIRPORT ROAD, N.H-08, MAHIPALPUR EXTENSION, MAHIPALPUR, NEW DELHI, DELHI 110037 AT 11:00 A.M. TO TRANSACT WITH OR WITHOUT MODIFICATIONS AS MAY BE PERMISSIBLE, THE FOLLOWING BUSINESSES:

A. ORDINARY BUSINESS:

- i) Adoption of Annual Accounts;
- ii) To appoint a director in place of Mr. Sunil Kumar Shrama, who retires by rotation and offers himself for re-appointment;
- iii) To the appointment of New Statutory Auditor of the Company and to fix, the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the Board of Directors in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

Item 13. To consider, discuss and approve the draft Board Report including draft Annual Report of the Company, as a whole, for the FY 2018-19.

For Euro Asia Exports Limited

Sham Srinivasan
Company Secretary

In terms of the requirements of Section 134 of Companies Act, 2013 read with rule 8 of Companies (Accounts) Rules, 2014, the Board may consider the Board Report, Auditor Report and Annual Report of the Company for the Financial Year ended on 31st March, 2019.

Item 14. To fix the Book Closure Period as per Section 91 of Companies Act, 2013 and Regulation 42 of SEBI(LODR), Regulations 2015 for the purpose of Annual General Meeting of the Company.

In pursuance to the provisions of Section 91 of Companies Act, 2013 and Regulation 42 of SEBI(LODR), Regulations 2015, the Board may finalize the term for Closing the Books of the Company for the purpose of Convening 38th Annual General Meeting of the Company.

Item 15. To consider, Discuss and approve the limit of borrowings of the Company under Section 180(1)(C) of the companies Act 2013.

The chairman discussed with the board regarding increasing the limit of borrowing of the company under section 180(1)(c) and other applicable provisions, of the Companies Act, 2013 The Board may consider, discuss and finalize the following matter with or without modifications,

“RESOLVED THAT the consent of the Board of Directors be and is here by accorded subject to approval of Shareholder in terms of section 180(1)(c) and other applicable provisions, of the Companies Act, 2013 and subject to the provisions of Memorandum and Articles of Association of the company, to the Board of Directors of the company to mortgage, pledge, hypothecate lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, movable and immovable assets of the company for the purpose of creating security in favour of such Bank(s), Financial Institution(s) or other lender(s) to secure the borrowings obtained by the company from them as the Board thinks fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or cause to be done in such acts, deeds and other things, and to execute all such documents, instruments and writings, as may be required or considered necessary or incidental thereto for giving effect to the aforesaid Resolution.”

Item No. 16 To consider, Discuss and approve the limit of Loans, guarantee and investment under Section 186 of the Companies Act 2013.

The chairman discussed with the board regarding increasing the limit of borrowing of the company under section 186 and other applicable provisions, of the Companies Act, 2013

For Euro Asia Exports Limited

Company Secretary

The Board may consider, discuss and finalize the following matter with or without modifications,

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act 2013 and the rules made there under and other applicable provisions if any, consent be and is hereby accorded to make investment in Shares, Debentures, Mutual Funds, government bonds, or any other securities as may be decided by the board or give loan or guarantee or provide security of sum not exceeding Rs. 200,000,000 (Rupees Twenty Crores).

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

Item 17. Any other Item which the Board may decide:

The directors may with the permission of Chairman of the meeting introduce such matters as they may deem necessary for discussion in the meeting. If there is no extra matter the meeting will conclude with the vote of thanks to the Chairman.

For Euro Asja Exports Limited

Sham Srinivasan

Company Secretary