

Euro Asia Exports Limited

Date: 21.07.2017

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. 02/2017-18) of the Company is scheduled to be held as follows:

Day : Tuesday
Date : 1st Day of August, 2017
Time : 3:00 P.M.
Venue : Eleven Course Restaurant, First Floor, NDM - LL, Netaji Subash Place, Wazirpur, New Delhi - 110034

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



Shanu Srivastava
Company Secretary

EURO ASIA EXPORTS LIMITED

AGENDA

FOR


BOARD MEETING (SERIAL NO. 02/2017-18)

DATE & DAY: AUGUST 1ST, 2017 (TUESDAY)

TIME: 3:00 P.M.

**VENUE: ELEVEN COURSE RESTAURANT, FIRST FLOOR, NDM - LL,
NETAJI SUBASH PLACE, WAZIRPUR, DELHI, 110034**

For Euro Asia Exports Limited


Company Secretary

EURO ASIA EXPORTS LIMITED

Date & Day : 1ST August, 2017 (Tuesday)
Time : 3:00 P.M.
Venue : Eleven Course Restaurant, First
Floor, NDM - LL, Netaji Subash
Place, Wazirpur, New Delhi-110034

Item No.	Particulars
1.	To appoint the chairman of the meeting.
2.	To grant leave of absence to the directors who are unable to attend the meeting.
3.	Noting of the minutes of the Board Meeting held on 23 rd day of May, 2017
4.	Noting of the minutes of the Audit Committee Meeting held on 23 rd day of May, 2017
5.	Noting of the minutes of the Stakeholder Relationship Committee Meeting held on 23 rd day of May, 2017
6.	Noting of the minutes of the Nomination and Remuneration Committee Meeting held on 23 rd day of May, 2017
7.	To consider and adopt the Unaudited Financial Results for the Quarter ended on 30 th June, 2017
8.	To take note of the Limited Review Report, furnished by the Statutory Auditors of the Company for the Quarter ended on 30 th June, 2017.
9.	To take note of the certificate issued by Practicing Company Secretary, on reconciliation of admitted capital in depositories with the total issued and listed capital of the company for the Quarter ended on 30 th June, 2017.
10.	To approve the matter of Change in Designation of Mr. Rakesh Kumar Singal as Managing Director (Executive) of the Company.
11.	To approve the matter of Change in Designation of Mr. Gagan Goel as Executive Director of the Company.
12.	To authorize Mr. Rakesh Kumar Singal and Mr. Gagan Goel for acting in authority to enter into any contract or arrangement for daily routine works.
13.	To authorize Mr. Rakesh Kumar Singal and Mr. Gagan Goel to sign any document

For Euro Asia Exports Limited


Company Secretary

	for the amount, if any taken by the Company within the limits of Section 180(1)(c) of the Companies Act, 2013.
14.	To appoint Internal Auditor of the Company for the Financial Year 2017-18.
15.	To Appoint M/s Akshi Jain & Associates, Practicing Company Secretary as Secretarial Auditor of the Company for the Financial Year 2017-18.
16.	To take note of the Shareholders/ Investor's Complaint Status
17.	To take note of the resolution passed by circulation on 21 st day of July, 2017 for authorizing Mr. Rakesh Kumar Singal for taking all necessary actions for taking property situated at Gurgaon on rental basis.
18.	To discuss any other matter with the permission of the Chairman.

For Euro Asia Exports Limited

Shonu Singh
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;
- 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 the Chairman of the Company for granting leave of absence.

Item 3. To ratify and adopt the minutes of the board meeting held on 23rd day of May, 2017

Minutes of the last Board Meeting held on 23rd day of May, 2017; 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. Noting of the minutes of the Audit Committee meeting held on 23rd day of May, 2017

Minutes of the last Audit Committee Meeting held on 23rd day of May, 2017; 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 of the Stakeholder Relationship Committee Meeting held on 23rd day of May, 2017

Minutes of the last Stakeholder Relationship Committee Meeting held on 23rd day of May, 2017; 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. Noting of the minutes of the Nomination and Remuneration Committee Meeting held on 23rd day of May, 2017

Minutes of the last Nomination and Remuneration Committee Meeting held on 23rd day of May, 2017; 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.

For Euro Asia Exports Limited

Shonu Sinha
Company Secretary

Item 7. To consider and adopt the Unaudited Financial Results for the Quarter ended 30th June, 2017

In terms of the requirements of Regulation 33 of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 the Board may consider and approve the Unaudited Financial Results for the Quarter ended on 30th June, 2017, approved and signed by M/s VBR & Associates, Statutory Auditors of the Company and reviewed by the Audit Committee; placed before the Board in the Meeting.

Item 8. To take note of the Limited Review Report, to be furnished by the statutory auditors of the Company for the Quarter ended 30th June, 2017

In terms of the requirements of Regulation 33 of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 the Board may consider and approve the Limited Review Report for the Quarter ended on 30th June, 2017, approved and signed by M/s VBR & Associates, Statutory Auditors of the Company and reviewed by the Audit Committee, placed before the Board in the Meeting.

Item 9. To take note of the certificate issued by Practicing Company Secretary, on reconciliation of admitted capital in depositories with the total issued and listed capital of the company for the Quarter ended on 30th day of June, 2017

Copy of the certificate issued by Practicing Company Secretary, M/s GM & Associates, Practicing Company Secretary on reconciliation of admitted capital in depositories with the total issued and listed capital of the company for the Quarter ended on 30th day of June, 2017 shall be placed before the Board. The Board may take note of the same.

Item 10. To approve the matter of Change in Designation of Mr. Rakesh Kumar Singal as Managing Director (Executive) of the Company

The Board may consider the matter regarding change in designation of Mr. Rakesh Kumar Singal (06595136) from Non Executive Director to Managing Director of the Company for the period of 5 Financial Years ranging from 2017-18 to 2021-22 pursuant to the provisions of Section 196 & 197 read with Schedule V of the Companies Act, 2013 read with the Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. After consideration The Board may approve and pass the following resolution, with or without modification:

“RESOLVED THAT pursuant to provisions of Section 196 & 197 read with Schedule V of the Companies Act, read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Amendment Rules, 2014 and other applicable provisions, if any consent of Board of Directors of the Company be and is hereby accorded to change the Designation of Mr. Rakesh Kumar Singal (06595136) from Non Executive Director to Managing Director (Executive) of the Company for a period of 5 Financial Years ranging from 2017-18 to 2021-22, whose shall be liable to retire by rotation.

RESOLVED FURTHER THAT the mentioned change in designation of Mr. Rakesh Kumar Singal (06595136) from Non Executive Director to Managing Director (Executive) of

For: Euro Asia Exports Limited


Company Secretary

the Company shall be effective from the date of passing this resolution i.e. from 1st Day of August, 2017 and that other term & conditions of his appointment will remain unaltered.

RESOLVED FURTHER THAT any Director of the Company and Ms. Shanu Srivastava, Company Secretary of the Company be and hereby severally authorized to file necessary forms with the Registrar of Companies, New Delhi, Stock Exchange and any other Statutory authority and to do such other acts, deeds things & execute all such documents, undertaking as may be considered necessary in connection with or incidental for giving effect to the aforesaid resolution.”

Item 11. To approve the matter of Change in Designation of Mr. Gagan Goel as Executive Director of the Company

The Board may consider the matter regarding change in designation of Mr. Gagan Goel from Independent Director to Executive Director of the Company pursuant to the provisions of Section 152 the Companies Act, 2013 read with the rules made there under. After consideration The Board may approve and pass the following resolution, with or without modification:

“**RESOLVED THAT** pursuant to provisions of Section 152 the Companies Act, 2013 read with the rules made there under, consent of Board of Directors of the Company be and is hereby accorded to change the Designation of Mr. Gagan Goel (00347517) from Independent Director to Executive Director of the Company, whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the mentioned change in designation of Mr. Gagan Goel (00347517) from Independent Director to Executive Director of the Company shall be effective from the date of passing this resolution i.e. from 1st Day of August, 2017 and that other term & conditions of his appointment will remain unaltered.

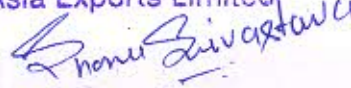
RESOLVED FURTHER THAT any Director of the Company and Ms. Shanu Srivastava, Company Secretary of the Company be and hereby severally authorized to file necessary forms with the Registrar of Companies, New Delhi, Stock Exchange and any other Statutory authority and to do such other acts, deeds things & execute all such documents, undertaking as may be considered necessary in connection with or incidental for giving effect to the aforesaid resolution.”

Item no 12. To authorize Mr. Rakesh Kumar Singal and Mr. Gagan Goel for acting in authority to enter into any contract or arrangement for daily routine works.

The draft resolution proposing to authorize Mr. Rakesh Kumar Singal and Mr. Gagan Goel for acting in authority to enter into any contract or arrangement for daily routine works shall be place before the Board. The Board may consider and approve the following resolution:

“**RESOLVED THAT** in ease to perform the work of daily routine timely and efficiently, Mr. Rakesh Kumar Singal and Mr. Gagan Goel, directors of the Company be and are hereby severally authorized to give approval as well as to sign any letters, documents, resolutions or agreements as may be required in daily routine working of the Company.

For: Euro Asla Exports Limited


Company Secretary

RESOLVED FURTHER THAT the power provided to Mr. Rakesh Kumar Singal and Mr. Gagan Goel, directors of the Company to sign and approve any document, letter or resolution shall be applicable in exclusion to the provisions of Section 179 of Companies Act, 2013 i.e. such matters which have to be specifically decided at the Board Meeting or General Meeting of the Company.

RESOLVED FURTHER THAT Ms. Shanu Srivastava, Company Secretary of the Company be and is hereby severally authorized to submit a certified copy of this resolution with the required authority and also to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

Item no. 13 To authorize Mr. Rakesh Kumar Singal and Mr. Gagan Goel to sign any document for the amount, if any taken by the Company within the limits of Section 180(1)(c) of the Companies Act, 2013.

The draft resolution proposing to authorize Mr. Rakesh Kumar Singal and Mr. Gagan Goel for signing any document or letter in relation to loan, whenever be availed by the Company in future, within the limits of Section 180(1)(c) of the Companies Act, 2013 shall be placed before the Board. The Board may consider and approve the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and rules made there under and subject to the Memorandum and Articles of Association of the company, the consent of Board of Directors of the Company be and is hereby accorded to authorize Mr. Rakesh Kumar Singal and Mr. Gagan Goel, directors of the Company to sign and approve any document, letter or resolution for borrowing any sum of money from time to time providing that the money to be borrowed, together with the moneys already borrowed by the Company shall not exceed the aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company’s bankers in the ordinary course of business.

RESOLVED FURTHER THAT the power provided to Mr. Rakesh Kumar Singal and Mr. Gagan Goel, directors of the Company to sign and approve any document, letter or resolution shall be exercised only when the money to be borrowed is within the limits mentioned under Section 180 of the Companies Act, 2013 and in case the limit is exceeded, such matter shall be specifically taken to the Board Meeting or General Meeting of the Company convened for that purpose.

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

Item no. 14 To appoint Internal Auditor of the Company for the Financial Year 2017-18:

The Board upon the recommendation made by Audit Committee considers the appointment of Internal Auditor of the Company for the Financial Year 2017-18 and if approved, pass a resolution in this behlf

For Euro Asia Exports Limited

Shanu Srivastava
Company Secretary

Item no. 15 To Appoint M/s Akshi Jain & Associates, Practicing Company Secretary as Secretarial Auditor of the Company for the Financial Year 2017-18

The draft resolution proposing to appoint M/s Akshi Jain & Associates, Practicing Company Secretary as Secretarial Auditor of the Company for the Financial Year 2017-18 shall be placed before the Board. The Board may consider and approve the following resolution.

“RESOLVED THAT pursuant to the provisions of section 204(1) of the Companies Act 2013 (as amended or re-enacted from time to time) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 the consent of the Board be and is hereby accorded to appoint M/s Akshi Jain & Associates, Practicing Company Secretary for conducting the Secretarial Audit of the company for the Financial Year 2017-18 on such remuneration as may be decided on mutual consent of them and directors of the Company .

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

Item 16. To take note of the Shareholders/ Investor’s Complaint Status

In terms of the requirements of Regulation 13(4) of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, statement showing Shareholders/Investor’s Complaint Status as per Regulation 13(3) shall be placed before the board. The Board may take note of the same.

Item 17. To take note of the resolution passed by circulation on 21st day of July, 2017 for authorizing Mr. Rakesh Kumar Singal for taking all necessary actions for taking property situated at Gurgaon on rental basis.

The documents related to resolution passed by circulation on 21st day of July, 2017 for authorizing Mr. Rakesh Kumar Singal for taking all necessary actions for taking property situated at Gurgaon on rental basis shall be placed before the directors of the Company. The Board may take note of the same.

Item 18. 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 Asia Exports Limited

Shanu Srivastava
Company Secretary