

# Euro Asia Exports Limited

## NOTICE

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of **Euro Asia Exports Limited** ("the Company") will be held on Tuesday, the 17<sup>th</sup> day of September, 2019 at 11:00 A.M. at Hotel Taurus Sarovar Portica Hotel, IGI Airport road N. H – 08 Extention, Mahipalpur, New Delhi – 110037 to transact the following businesses:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Sunil Kumar Sharma (DIN : 00370304), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re- appointment.
3. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of Five years until the conclusion of the 38th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s A Sachdev & Co., Chartered Accountants, Delhi, with registration number 001307C be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. VBR & Associates at remuneration as may be mutually agreed to, between the Board of Directors and M/s A Sachdev & Co. , plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor till the conclusion of the 39th Annual General Meeting subject to ratification of appointment by the members in every Annual General Meeting.

### SPECIAL BUSINESS:

#### Ordinary Resolution

1. Appointment of Mr. Yogesh (DIN: 08473757) as a Non-Executive Independent director To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to 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) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Yogesh (DIN: 08473757) a non-executive Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for one year w.e.f. 23.05.2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013."

Regd. Office : Plot No. 3-A, 1st Floor, BLK-X, Loha Mandi, Naraina Industrial Area, New Delhi-110028

Corporate Office : 2<sup>nd</sup> Floor, Plot No. B-103, South City - I, Gurugram, Haryana - 122001

CIN: L51909DL1981PLC012621 Ph.: 0124-4577739 Email ID: info@euroasiaexportsltd.com

[www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com)

**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

2. Appointment of Mr. Bhupesh Sharma (DIN: 00604679) as a Non-Executive Independent director To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to 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) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhupesh Sharma (DIN: 00604679) a non-executive Independent Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for one year w.e.f. 09.08.2019 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

For and on behalf of the Board of Directors of  
Euro Asia Exports Limited  
For Euro Asia Exports Limited  
  
Shyam Srivastava  
Company Secretary

Place: New Delhi  
Date: 21.08.2019

Telephone: +91- 0124-4577739  
Email id: [info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com)  
Website: [www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com)



## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member.

If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.

1. Route map of the venue of the meeting is given at the end of the notice.
2. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.**
3. 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/other valid authorization, authorizing their representative to attend and vote on their behalf at the Meeting.
4. Brief resume of Directors proposed to be appointed/re-appointed, their age, qualification, date of first appointment on the Board, experience, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships with other directors / key managerial personnel, number of meetings of the Board attended during the year are provided in the Corporate Governance Report forming part of the Annual Report.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. 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.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the



members at the Registered Office and copies thereof shall also be available for inspection on all working days, except Saturdays, (between 10 a.m. to 1.00 p.m.) up to the date of the Meeting. Copies of such document shall also be made available at the meeting.

9. The Company has notified closure of Register of Members and Share Transfer Books from 11<sup>th</sup> September, 2019 to 16<sup>th</sup> September 2019 (both days inclusive) for the purpose of the Annual General Meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / its Registrars and Transfer Agents, Skyline Financial Services Private Limited.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s Skyline Financial Services Private Limited (Registrars and Transfer Agents).
12. Members desirous of making a nomination in respect of their shareholding in the Company, in physical mode, as permitted under Section 72 of the Companies Act, 2013, are requested to write to M/s Skyline Financial Services Private Limited, Company's Registrar and Transfer Agents. In respect of the shareholding in demat mode, please contact the respective depository participant, with whom the Member is having demat account.
13. Members who hold shares in multiple folios or joint accounts in the same order of names are requested to send the share certificates to M/s Skyline Financial Services Private Limited or contact their depository participant as the case may be, for consolidation into a single folio.
14. Non-Resident Indian Members are requested to inform M/s Skyline Financial Services Private Limited immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. **In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing**

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**Obligations and Disclosures Requirements), Regulations, 2015, the Company is pleased to provide members with facility to exercise their votes by electronic means (e-voting). Communication containing detailed instructions in this regard is being sent separately.**

18. Members desiring to exercise their vote by e-voting are requested to carefully read the enclosed instructions which inter-alia provide the process and manner for e-voting login ID, generating Password and time schedule, including the time period during which the votes may be cast, etc.
19. In order to scrutinize the e-voting process in a fair and transparent manner and to carry out the required activities, the Board of Directors has appointed Mr. Sumit Raj, Sumit Raj & Associates Practicing Company Secretaries as the scrutinizer.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with facility to exercise their votes by electronic means (E-voting). Communication containing detailed instructions in this regard is being sent separately.

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**Explanatory Statement**  
**[Pursuant to section 102 of Companies Act, 2013]**

**Item 1:-**

Mr. Yogesh (DIN: 08473757) who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 23<sup>rd</sup> May, 2019 holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Yogesh (DIN: 08473757) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Yogesh (DIN: 08473757) as Independent Director, for the approval by the shareholders of the Company.

**Item 2:-**

Mr. Bhupesh Sharma (DIN: 00604679) who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 09<sup>th</sup> August 2019 holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Bhupesh Sharma (DIN: 00604679) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bhupesh Sharma (DIN: 00604679) as Independent Director, for the approval by the shareholders of the Company.

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## Instructions for E-Voting:

Dear Members,

Pursuant to provisions of Section 108 of the Companies Act, 2013 and 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 38<sup>th</sup> 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).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the 38<sup>th</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (<http://www.euroasiaexportsltd.com>)

The E-Voting period commences at 9:00 a.m. on 14<sup>th</sup> September, 2019 and ends at 5:00 pm on 16<sup>th</sup> September, 2019. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The Company has appointed **Mr. Sumit Raj, Practicing Company Secretary**, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

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 September, 10<sup>th</sup>, 2019**. 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. September, 10<sup>th</sup>, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com) / [contract@skylinerta.com](mailto:contract@skylinerta.com).

NOTE: The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

The facility for voting through remote e-voting / ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting at AGM shall be decided by the company i.e. "remote e-voting" or "Ballot Paper"

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**The procedure to login to e-Voting website is given below:**

1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. 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)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of (**Euro Asia Exports Limited**). Members can cast their vote online from 14<sup>th</sup> September, 2019 (09:00 A.M.) till 16<sup>th</sup> September, 2019 (5:00 P.M.).

***Note: e-Voting shall not be allowed beyond said time.***

8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 at [sumitraj.1986@gmail.com](mailto:sumitraj.1986@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Please note the following:**

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated

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scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

**Other information:**

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take almost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

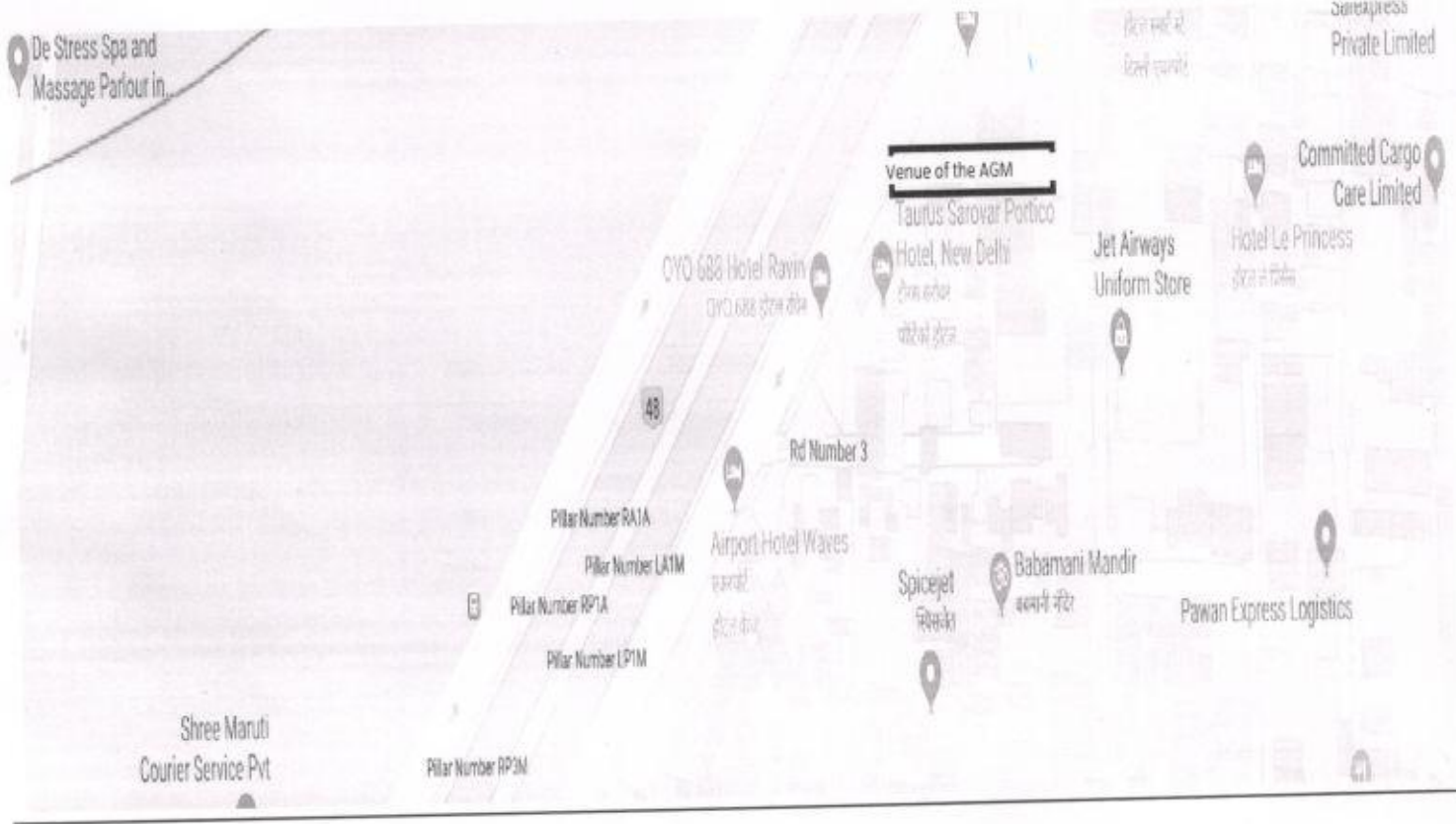
In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,  
e-Voting support desk  
National Securities Depository Limited ([www.nsdl.co.in](http://www.nsdl.co.in))

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**Route Map to the Venue of the 38<sup>th</sup> Annual General Meeting**



**EURO ASIA EXPORTS LIMITED**  
CIN - L51909DL1981PLC012621

**Venue of AGM: Taurus Sarovar Portico Hotel, New Delhi**  
Igi Airport Road, N.H-08, Mahipalpur Extension, Mahipalpur, New Delhi, Delhi 110037

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**EURO ASIA EXPORTS LIMITED**

**CIN - L51909DL1981PLC012621**

Regd. office: Plot No. 3-A, 1st Floor, Blk-X

Loha Mandi, Naraina Industrial Area, New Delhi-110028

Corp. Office: Second Floor, Plot No B- 103, South City-I, Gurugram, Haryana- 122001

**Tel: +91 - 0124-4577739**

Email: [info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com) Website: [www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com)

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**ATTENDANCE SLIP**

Name of the sole / first named member .....

Address of the sole / first named member .....

Registered Folio No .....

DP ID No./Client ID No.\* .....

Number of shares held .....

I hereby record my presence at the 38<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 17<sup>th</sup> September, 2019 at Taurus Sarovar Portica Hotel, IGI Airport road N. H - 08 Extention, Mahipalpur, New Delhi 110037

Signature of Member/Proxy present

**Note:** Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

\*Applicable for investors holding shares in electronic form.

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**EURO ASIA EXPORTS LIMITED**

**CIN – L51909DL1981PLC012621**

Regd. office: Plot No. 3-A, 1st Floor, Blk-X

Loha Mandi, Naraina Industrial Area, New Delhi-110028

Corp. office: Second Floor, Plot No B- 103, South City-I, Gurugram, Haryana- 122001

**Tel: +91 - 0124-4577739**

Email: [info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com) Website: [www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com)

**PROXY FORM**

**Form No. MGT-11**

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

Name of the member(s) : .....

Registered Address : .....

Email Id: .....

Folio No/ Client ID ... DP ID .....

I/We.....being the member(s) of Equity Shares of the above named Company, 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: .....

