

# Euro Asia Exports Limited

Date: 16.08.2017

To,

**Board of Directors  
Euro Asia Exports Limited  
Plot No. 3-A, 1st Floor, Blk-X Loha Mandi,  
Naraina Industrial Area  
New Delhi - 110028**

**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. 03/2017-18**) of the Company is scheduled to be held as follows:

Day : Tuesday  
Date : 29<sup>th</sup> Day of August, 2017  
Time : 3:00 P.M.  
Venue : Hotel City Park Airport, No. 49/2/1, NH-8  
Near Toll Plaza, Kapashera New-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  
  
Shanu Srivastava  
Company Secretary  
Company Secretary  
Email: [info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com)

Regd. Office : Plot No. 3-A, 1st Floor, BLK-x, Loha Mandi, Naraina Industrial Area, New Delhi-110028  
Corporate Office : D-50, Sushant Lok-II, Sector-56, Gurgaon, Haryana - 122002  
CIN: L51909DL1981PLC012621 Ph.: 011-25894805 Email ID: [info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com)  
[www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com)

**EURO ASIA EXPORTS LIMITED**

**AGENDA**

**FOR**

**BOARD MEETING ( SERIAL NO. 03/2017-18)**

**DATE & DAY: 29<sup>TH</sup> AUGUST, 2017 (TUESDAY)**

**TIME: 3:00P.M.**

**VENUE: HOTEL CITY PARK AIRPORT NO. 49/2/1,  
NH-8 NEAR TOLL PLAZA, KAPASHERA  
NEW DELHI-110037**

For Euro Asia Exports Limited  
*[Signature]*  
Company Secretary

## EURO ASIA EXPORTS LIMITED

**Date & Day :**

29<sup>th</sup> August, 2017 (Tuesday)

**Time:**

3:00P.M.

**Venue:**

Hotel City Park No. 49/2/1, No.  
49/2/1, NH-8 near Toll Plaza,  
Kapashera New 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 01 <sup>th</sup> August, 2017.	Consideration and Adoption
4.	To ratify and adopt the minutes for the last Audit Committee Meeting held on 01 <sup>th</sup> August, 2017.	Consideration and Adoption
5.	To ratify and adopt the minutes for the last Nomination & Remuneration Committee Meeting held on 01 <sup>th</sup> August, 2017.	Consideration and Adoption
6.	To ratify and adopt the minutes for the last Stakeholder Relationship Committee Meeting held on 01 <sup>th</sup> August, 2017.	Consideration and Adoption
7.	To take note of Quarterly Compliances made by the Company for the Quarter ended on 30 <sup>th</sup> June, 2017:  A. Shareholding Pattern B. Statement of Investor Complaint C. Re- Conciliation Certificate D. Un-Audited Quarterly Results E. Limited Review Report	Taking Note
8.	To take note of GST Application made by the Company.	Taking Note
9.	To consider and approve the Internal Audit Report issued by M/s N K Bhat & Associates for the Financial Year 2016-17.	Consideration and Approval
10.	To consider and approve the Secretarial Audit Report issued by M/s Jain Akshi & Associates for the Financial Year 2016-17.	Consideration and Approval

For Euro Asia Exports Limited

*Dhoni*  
Company Secretary



11.	To consider, discuss and approve the appointment of CS Abdul Quadir, PCS as Scrutinizer for scrutinizing the E-Voting process at ensuing AGM of the company.	Consideration and Approval
12.	To consider, discuss and approve the important dates and information relating to E-Voting at ensuing AGM of the company.	Consideration and Approval
13.	To consider, discuss and ratify the appointment of Statutory Auditor of the Company.	Consideration and Approval
14.	To consider, discuss and approve the alteration in the Name Clause of the Company.	Consideration and Approval
15.	To consider, discuss and approve the alteration in the Object Clause of the Company.	Consideration and Approval
16.	To consider, discuss and approve the alteration in Memorandum of Association & Articles of Association of the Company.	Consideration and Approval
17.	To fix the date, time and venue for convening the 36 <sup>th</sup> Annual General Meeting of the Company.	Approval
18.	To approve the draft notice along with the items thereof individually required for calling of 36 <sup>th</sup> 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
19.	To consider, discuss and approve the draft Director's Report including draft Annual Report of the Company, as a whole, for the FY 2016-17.	Consideration and Approval
20.	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
21.	To register the Corporate Address of the Company with Registrar of Companies and other authorities.	Consideration and Approval
22.	To take note of Status in the matter of Reduction of Share Capital.	Taking Note
23.	To take note of closure of complaints in the matter of Non Maintenance of Registered office u/s 12(8).	Taking Note

For Euro Asia Exports Limited

*Shonu Biswas*  
Company Secretary

24.	Any other Item which the Board may decide, with the permission of Chairman.	If Any
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For Euro Asia Exports Limited

*Shonu Biswas*

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 01<sup>st</sup> August, 2017:**

Minutes of the last Board Meeting held on 01<sup>st</sup> August, 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. To ratify and adopt the minutes for the last Audit Committee meeting held on 01<sup>st</sup> August, 2017:**

Minutes of the last Audit Committee Meeting held on 01<sup>st</sup> August, 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 for the last Nomination and Remuneration Committee meeting held on 01<sup>st</sup> August, 2017:**

Minutes of the last Nomination and Remuneration Committee Meeting held on 01<sup>st</sup> August, 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. To ratify and adopt the minutes for the last Stakeholder Relationship Committee meeting held on 01<sup>st</sup> August, 2017:**

Minutes of the last Stakeholder Relationship Committee Meeting held 01<sup>st</sup> August, 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.

Shonu Shrivastava  
Company Secretary  
Hindustan Asia Exports Limited



**Item7. To take note of Quarterly Compliances made by the Company for the Quarter ended on 30<sup>th</sup> June, 2017:**

The signed documents as mentioned hereunder relating to Quarterly Compliances made by the Company for the Quarter ended on 30<sup>th</sup> June, 2017 shall be placed before the Board for taking note of the same:

- A. Shareholding Pattern pursuant to Regulation 31 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015;
- B. Statement of Investor Complaint pursuant to Regulation 13 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015;
- C. Re- Conciliation Certificate pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996;
- D. Un-Audited Quarterly Results pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015;
- E. Limited Review Report pursuant to Regulation 33 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

**Item8. To take note of GST Application made by the Company:**

In terms of the requirements issued by the Central Government regarding obtaining of GST Number, the GST Application made by the Company may be placed before the Board for taking note of the same.

**Item9. To consider and approve the Internal Audit Report issued by M/s N K Bhat & Associates for the Financial Year 2016-17:**

In terms of the requirements of Section 138 of Companies Act, 2013 the Board may take note of the Internal Audit Report issued by M/s N K Bhat & Associates, Internal Auditor of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017 placed before the Board.

**Item10. To consider and approve the Secretarial Audit Report issued by M/s Jain Akshi & Associates for the Financial Year 2016-17:**

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 Jain Akshi &

*Phonu Duvvur*  
For Euro Asia Exports Limited  
Company Secretary

Associates, Secretarial Auditor of the Company for the Financial Year ended on 31<sup>st</sup> March, 2017 placed before the Board.

**Item11. To consider, discuss and approve the appointment of CS Abdul Quadir as Scrutinizer for scrutinizing the E-Voting process at ensuing AGM of the company:**

The consent letter of CS Abdul Quadir and draft resolution proposing to appoint CS Abdul Quadir, Practicing Company Secretary as Scrutinizer of the Company for conducting the E-Voting process at the 36<sup>th</sup> 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:

**appointment of scrutnizer of the company for conducting E-Voting process at 36<sup>th</sup> Annual General Meeting of the company:**

“**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 Abdul Quadir, Practicing Company Secretary having Registered Office of his Firm at M/s Abdul Q. & Co ; R-294C, 2nd Floor, Gali no. 12, Ramesh Park, Laxmi Nagar, New Delhi-110092 as Scrutinizer of the Company for conducting the E-voting process at the 36<sup>th</sup> Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** in the opinion of the Board, CS Abdul Quadir, 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** Mr. Rakesh Kumar Singal, Director 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.”

**Item12. 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 36<sup>th</sup> 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	19.09.2017
2.	Voting Start Date & time	23.09.2017- 09.00 A.M.
3.	Voting End Date & time	25.09.2017- 05.00 P.M.
4.	Date & time of AGM	26.09.2017
5.	Date for submission of report by Scrutinizer	28.09.2017
6.	Date of declaration of AGM results.	28.09.2017

Further details shall be specifically decided at the Board Meeting for conducting the E-Voting process at the 36<sup>th</sup> Annual General Meeting of the Company.

**Item13. To consider, discuss and ratify the appointment of 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 ratify the appointment of M/s VBR & Associates, as Statutory Auditor of the Company till the conclusion of 36<sup>th</sup> 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.

**Item14. To consider, discuss and approve the alteration in the Object Clause of the Company:**

In pursuance to the provisions of Section 13 of Companies Act, 2013 read with rules related thereto, the Board may consider the matter of alteration in Object Clause of the Company. The proposed objects shall be placed before the Board for its approval. The Board after discussion may approve the same and is approved, recommend the same to the shareholders for approval by way of passing resolution in the ensuing meeting.

**Item15. To consider, discuss and approve the alteration in Name Clause of the Company:**

In pursuance to the provisions of Section 13 of Companies Act, 2013 read with rules related thereto, the Board may consider the matter of alteration in Name Clause of the Company. The proposed names shall be placed before the Board for its approval. The Board after discussion may approve the same and is approved, recommend the same to the shareholders for approval by way of passing resolution in the ensuing meeting.

For Euro Asia Exports Limited  
  
 Company Secretary

**Item16. To consider, discuss and approve the alteration in Memorandum of Association & Articles of Association of the Company:**

In pursuance to the provisions of Section 13, 14 of Companies Act, 2013 read with rules related thereto, the Board may consider the matter of alteration in Memorandum of Association & Articles of Association of the Company. The proposed requirement behind the change shall be placed before the Board for its approval. The Board after discussion may approve the same and is approved, recommend the same to the shareholders for approval by way of passing resolution in the ensuing meeting.

**Item17. To fix the date, time and venue for convening the 36<sup>th</sup> 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 36<sup>th</sup> 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	26.09.2017
2.	Time of AGM	01:00 P.M.
3.	Venue of AGM	Registered Office of the Company: Plot No. 3-A, 1st Floor, Blk-X Loha Mandi, Naraina Industrial Area New Delhi - 110028

**Item18. To approve the draft notice along with the items thereof individually required for calling of 36<sup>th</sup> 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 36<sup>th</sup> 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 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY:**

*Annu*  
*Deivastawa*  
For Euro Asia Exports Limited  
Company Secretary



NOTICE IS HEREBY GIVEN THAT 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMEBERS OF THE EURO ASIA EXPORTS LIMITED WILL BE HELD ON TUESDAY, THE 26<sup>TH</sup> DAY OF SEPTEMBER, 2017 AT THE REGISTERED OFFICE OPF THE COMPANY AT PLOT NO. 3-A, 1st FLOOR, BLK-X LOHA MANDI, NARAINA INDUSTRIAL AREA NEW DELHI - 110028 AT 1:00 P.M. TO TRANSACT WITH OR WITHOUT MODIFICATIONS AS MAY BE PERMISSIBLE, THE FOLLOWING BUSINESSES:

**A. ORDINARY BUSINESS:**

- i) Adoption of Accounts;
- ii) To appoint Mr. Gagan Goel, who retires by rotation and offers himself for re-appointment;
- iii) To appoint M/s VBR & Associates as Statutory Auditor of the Company after taking approval from the shareholders of the Company for the term of Financial Year commencing from the end of 36<sup>th</sup> AGM and re-appointment as statutory auditor for 3 Years till the conclusion of 39<sup>th</sup> AGM of the Company to be held in 2020;

**B. SPECIAL BUSINESS:**

- i) To Alter the Name Clause of the Company;
- ii) To Alter the Object Clause of the Company;
- iii) To Alter the Memorandum of Association & Articles of Association of the Company;

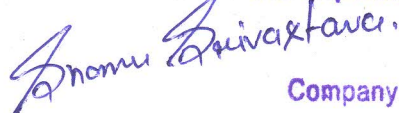
**Item 19. To consider, discuss and approve the draft Board Report including draft Annual Report of the Company, as a whole, for the FY 2016-17.**

In terms of the requirements of Section 134 of Companies Act, 2013 read with rule 8 of 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 31<sup>st</sup> March, 2017.

**Item20. 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 36<sup>th</sup> Annual General Meeting of the Company.

For Euro Asia Exports Limited



Company Secretary



**Item 21. To Register the Corporate Address of the Company with Registrar of Companies and other authorities:**

The draft resolution proposing to register the Corporate Address of the Company shall be place before the Board. The Board may consider and approve the same by passing following resolution, with or without modification, in this regard:

**“RESOLVED THAT** pursuant to the provisions of Section 128 of the Companies Act, 2013 and rules related there under, the consent of Board of Directors of the Company be and is hereby accorded to maintain the **Working and Books of Accounts** including Financial Statements, Statutory Registers and other books and papers of the Company at **Plot No. B – 103 South City I, Second Floor, Gurugram, Haryana** regarded as Corporate Office of the Company.

**RESOLVED FURTHER THAT** the books of account and other books and papers maintained by the Company at Corporate Office i.e. **Plot No. B – 103 South City I, Second Floor, Gurugram, Haryana** shall be open for inspection by any director during Business Hours.

**RESOLVED FURTHER THAT** Mr. Rakesh Kumar Singal, 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, Stock Exchanges and other statutory authorities and to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to give effect to the aforesaid resolution.”

**Item22.To take note of Status in the matter of Reduction of Share Capital:**

In the matter of Reduction of Share Capital, the case was pending before the authority of National Company Law Tribunal and the last date of hearing for reduction of share capital before National Company Law Tribunal was dated on 09.08.2017 but the case was not heard by judge because of technical issues of court and the court gave us next date of hearing for reduction of share capital will be dated on 31.08.2017 Company may be placed before the Board for taking note of the same.

**Item23.To take note of closure of complaint against Non Maintenance of Registered office u/s 12(8).**

In terms of notice received by Registrar of Companies vide no. ROC/D/2017/ Euro Asia Exports /AP/17469-17479 dated 08.02.2017 and notice of Inquiry vide no. ROC/D/2017/Euro Asia Exports/AP/18888-18896 dated 15.03.2017 regarding non-maintenance of Registered Office under section 12(8) of companies act, 2013 has been closed on the hearing date held on 10.07.2017 and letter received regarding closure of complaints dated 28.07.2017.

For Euro Asia Exports Limited

*Shanu Srivastava*  
Company Secretary

**Item24. 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.

*Shonu* *Rivastava*  
Asia Exports Limited  
Company Secretary