

EURO ASIA EXPORTS LIMITED

Regd Office: 109-B,Pocket F,Mayur Vihar-II,Delhi-110091

CIN: L51909DL1981PLC012621,E-mail Id:bsgoyal1@gmail.com

Website: www.euroasiaexports.in

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the members of Euro Asia Exports Limited will be held on Monday, the 29th Day of September 2014, at 4:00 PM at 100/28, Rajapur, Rohini Sector-9 Delhi-110085 to transact the following

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sunil Kumar Sharma (DIN: 00370304), who retires by rotation and being eligible, offers himself for re-appointment.
3. To Consider and if Thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, M/s VBR & Associates, Chartered Accountants (Firm Registration No. 013174N) be and are hereby re-appointed as Auditors of the Company for a period of 3 years and to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 36th annual Meeting Subject to ratification of such appointment by the Members of the company at every Annual General Meeting at such remuneration plus service tax, out of pocket, travelling and living expenses, etc., as may be mutually agrees between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:-

4. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Director) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Ganesh Prasad Nayak (DIN: 00449967), Director of the company in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Ganesh Prasad Nayak for the office of the Director of the company, be and is hereby elected and appointed as an Independent Director of the company to hold the office up to March 31, 2019."

5. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies(Appointment and Qualification of Director) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof, for the time being in force), Shri Bhim Sain Goyal (DIN: 02139510), Director of the company in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Bhim Sain Goyal for the office of the Director of the company, be and is hereby elected and appointed as an Independent Director of the company to hold the office up to March 31, 2019."

By order of the Board of Directors
For Euro Asia Exports Limited

Place: New Delhi
Date : 08.08.2014

Pinky Bansal
(Company Secretary)

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll only instead of himself/ herself and such proxy need not be a member of the company. The proxy form duly completed and signed must be deposited at the Registered Office of the Company, not less than forty-eight hours before the Commencement of the Annual General Meeting. Proxy so appointed shall not have any right to speak at the meeting.
2. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting along with the Annual Report.
3. Explanatory Statement pursuant to Section 102 is attached
4. The Register of Members and Share Transfer books of the Company shall remain closed from September 27, 2014 to September 29, 2014 (both days inclusive).
5. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the RTA of the Company and take part in the Green Initiative of the Company.
6. All documents referred to in the Notice will be available for inspection by the members at the registered office of the Company on all working days between 11.00 am and 1.00 P.M up to the date of this Annual General Meeting and the same along with other documents as required under the applicable Law will also be available for inspection at the time of AGM of the Company at the venue of the meeting
7. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send duly certified copy of Board Resolution authorizing their representatives to attend and vote at the meeting.
8. Members are requested to note that all correspondence relating to share transfer should be addressed to the Company's Share Transfer Agents, M/s Skyline Financial Services Private Limited, D/153-A, First Floor, Okhla Industrial Area-I, New Delhi - 110020 and queries can be made at contract@skylinerta.com.
9. 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
10. Members are requested to
 - i) Note that copies of Annual Report will not be distributed at the Annual General Meeting and they will have to bring their copies of Annual Report;
 - ii) Quote the Folio/Client ID & DP ID Nos. in all correspondence;
 - iii) Note that no gifts/ coupons will be distributed at the Annual General Meeting
12. The Annual Report of the Company is also available on the company's website www.euroasiaexports.in
13. In terms of the provisions of Section 108 of the Companies Act 2013 read with relevant rules thereto, the business at General Meetings may be transacted through electronic voting (e-voting) and the company is providing e-voting facility to members
14. Kindly note that the members can opt for only one mode of voting i.e., either e-voting or exercising the right in the meeting .Once the vote on a resolution is cast by member, he shall not be allowed to change it subsequently.
15. 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.
16. 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. D.P. Gupta of M/s. SGS Associates, Company Secretaries (Membership No. F2411) as the scrutinizer.

EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 & 5:

The Board of Directors of the company has appointed Mr. Ganesh Prasad Nayak and Mr. Bhim Sain Goyal as independent Director in compliance with the requirements of Companies Act, 2013.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. Ganesh Prasad Nayak and Mr. Bhim Sain Goyal, Directors of the Company, has given a declaration to the Board that they meet the criteria of independent Director as provided under section 149(6) of the Act. In the opinion of the Board, proposed directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors. Both the Directors are existing Independent Directors.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of proposed directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

By order of the Board of Directors
For Euro Asia Exports Limited

Place : New Delhi
Date : 08.08.2014

Pinky Bansal
(Company Secretary)

EURO ASIA EXPORTS LIMITED

Regd Office: 109-B,Pocket F,Mayur Vihar-II,Delhi-110091

CIN: L51909DL1981PLC012621,E-mail Id:bsgoyal1@gmail.com

Website: www.euroasiaexports.in

INSTRUCTIONS FOR e-VOTING

Dear Member,

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Rules, 2014, Euro Asia Exports Limited is offering e-voting facility to its members in respect of businesses to be transacted at the 33rd Annual General Meeting scheduled to be held on Monday, the 29th Day of September 2014, at 4:00 PM . The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E- voting facilities. The Notice of the 33rd AGM and its communication is also available at the company's website at www.euroasiaexports.in

The Company has engaged Central Depository Services(India) Limited as the authorized agency to provide e-voting facility.

1. The instructions for shareholders voting electronically are as under:

- (i) The Voting period begins on Monday, 22nd September 2014 at 9.00 P.M. and ends on Wednesday 24th September 2014 at 6.00 P.M. During this period shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website: www.evotingindia.com during the voting period.
- (iii) Click on Shareholders tab.
- (iv) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company
- (v) Next enter the image verification code as displayed and click on Login
- (vi) If you are holding demate form and had logged on to www.evotingindia.com and voted on an earlier voting or any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

EVSN (e- voting No.)	140828059
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.
	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no. in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number e.g. if your name is Rajesh Kumar with folio number 1234 then enter RA00000001 in the PAN field.
DOB*	Enter the Date of Birth as recorded in the company records for the said folio in dd/mm/yyyy format.
Dividend Bank Details*	Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the No. of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly to the Company's Selection Screen. However, members holding shares in demat form will now directly reach the 'Password Creation' menu wherein they are required to be mandatorily enter their login password in the new password field. Kindly note that this new password/ changed password is to be used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in Physical form the details can be used only for e-voting on Resolutions contained in this notice.
- (xi) Click on the EVSN for Euroasiaexports Limited to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions Details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- (xv) Once you "CONFIRM" your vote on the resolution you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

GENERAL INSTRUCTIONS

- (A) 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 (record date) of 22.08.2014.
- (B) Mr D. P. Gupta, M/s SGS Associates Practicing Company Secretary (Membership No. F-2411, Practicing Company Secretary, New Delhi has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (C) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the vote in the presence of atleast two witnesses not in the employment of the Company and will make a Scrutinizes Report of the Votes cast in favour or Against, if any, forthwith to the Chairman of the Company
- (D) In the event of Poll, Please note that the members who have exercise their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of The Companies Act, 2013 read with

relevant rules. In such an event, Votes cast under poll taken together with the voted cast through e-voting shall be counted for the purpose of passing the Resolution(s). No voting by show of hands will be allowed at the meeting.

- (E) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at The 33rd Annual General Meeting of the Company scheduled to be held on 29th September, 2014. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.euroasiaexports.in and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to BSE Limited (BSE) and Delhi Stock Exchange.

By order of the Board of Directors
For Euro Asia Exports Limited

Place : New Delhi
Date : 08.08.2014

Pinky Bansal
(Company Secretary)

E-COMMUNICATION REGISTRATION FORM

(Pursuant to Circular nos. 17/2011 dated 21.04.11 and. 18/2011 dated 29.04.11 issued by the Ministry of Corporate Affairs)

Folio No./ DP ID & Client ID :
Name of First Registered Shareholder :
Name(s) of Joint Shareholder(s) :
Registered Address :
E-mail address (to be registered) :

I/we, shareholders(s) of Euro Asia Exports Limited agree to receive all communication from the Company in electronic mode. Please register the above mentioned e-mail address in your records for sending communication through electronic mode.

Dated:

Signature of First Holder

Notes:

- The format given above is also available at the website of the Company at www.euroasiaexports.in.
- Shareholders holding shares in dematerialized form are requested to register their e-mail addresses with their Depository Participant, if not done so far.
- Please note that as a member of the Company you are entitled to receive all communications in physical form upon making specific request in this regard.
- Shareholder(s) are requested to keep the Company/Depository Participants informed as and when there is any change in their registered e-mail address.

EURO ASIA EXPORTS LIMITED

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Website: www.euroasiaexports.in

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: **L51909DL1981PLC012621**

Name of the company: **EURO ASIA EXPORTS LIMITED**

Registered office: **109-B, POCKET-F, MAYUR VIHAR -II, DELHI-110091**

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 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..... or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual general meeting/ Extraordinary general meeting of the company, to be held on the Monday 29th September, 2014 At 4:00 p.m. at 100/28, Rajapur, Rohini-Sector-09, New Delhi-110085 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.
2.
3.
4.
5.



Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: 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.