

# Euro Asia Exports Limited

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

*On the letter head of the Company*

To,  
The Members of the Company

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF EURO ASIA EXPORTS LIMITED IS SCHEDULED TO BE HELD ON MONDAY, 24<sup>TH</sup> FEBRUARY, 2025 AT 12.30 P.M THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO- VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:**

**TO TRANSACT THE BUSINESSES AS MENTIONED BELOW:**

**SPECIAL BUSINESS:**

**ITEM NO 1: TO CONSIDER AND APPROVE INCREASE OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY AMENDING THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To Consider and, if thought fit, with or without modification to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from **INR 3,50,00,000/- (Rupees Three Crore Fifty Lakhs Only)** consisting of 35,00,000 (Thirty Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each to **INR 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh Only)** consisting of **1,65,00,000 (One Crore Sixty Five Lakhs)** Equity Shares of INR 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof with the following new Clause V:

**The Authorized Share Capital of the Company is INR 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh Only) divided into 1,65,00,000 (One Crore Sixty Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each.”**

**RESOLVED FURTHER THAT** the Board of Directors and Key Managerial Personnel of the Company be and are hereby, severally, authorized to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

**RESOLVED FURTHER THAT** the Directors or Secretary of the Company be and is hereby, severally, authorized to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

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### **ITEM NO 2: ISSUANCE OF UP TO 1,41,50,000( ONE CRORE FORTY ONE LAKHS FIFTY THOUSAND) EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 23, Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) (“Act”), enabling provisions of the Memorandum of Association and Articles of Association of Euro Asia Exports Limited (“Company”) and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”) and other competent authorities including National Stock Exchange of India Limited (“NSE”) and subject to (a) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (b) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches up to:

**Upto 1,41,50,000 (One Crore Forty One Lakh Fifty Thousand)** fully paid-up Equity Shares of the Company having face value of INR 10/- (Indian Rupee Ten Only) (“Investors Equity Shares”) at an issue price of INR 10/- each (Indian Rupees Ten Only) (“Equity Issue Price”) aggregating to INR 14,15,00,000/- (Indian Rupees Fourteen Crore Fifteen Lakh Only) (“Equity Issue Size”); and which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to persons, being private investors, listed below (“Proposed Investors”), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (“Investors Preferential Issue”).

Equity shares to be allotted to the following proposed investor:-

<b>SR. NO.</b>	<b>NAME OF PROPOSED INVESTORS</b>	<b>CATEGORY</b>	<b>NO. OF EQUITY SHARES TO BE ALLOTTED</b>	<b>AMOUNT TO BE PAID FOR EQUITY SHARES (INR)</b>
1.	Rajendra Kamalakant Chodankar	Individual/ Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs/ Non Promoter	1,10,00,000	11,00,00,000
2.	Savir Power and Automation Private Limited	Body Corporate/ Non Promoter	17,00,000	1,70,00,000

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3.	Ascentedge Advisors LLP	Body Corporate/ Non Promoter	10,00,000	1,00,00,000
4.	Bina Atul Chauhan	Individual/ Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs/ Non Promoter	3,00,000	30,00,000
5.	Vandana Anil Jain	Individual/ Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs/ Non Promoter	1,50,000	15,00,000
	<b>Total</b>		<b>1,41,50,000</b>	<b>14,50,00,000</b>

**RESOLVED FURTHER THAT** the 'relevant date' for the purpose of determination of the floor price for issue of the Investor Equity Shares under the Investors Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Friday, 24<sup>th</sup> January, 2025 ("Relevant Date")**, being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Investors Equity Shares under the Investors Preferential Issue shall be subject to the following terms and conditions apart from other applicable terms as prescribed under applicable laws:

- The Investors Equity Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- The Investors Equity Shares shall be allotted by the Company to the Proposed Investors in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Investors Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;
- The Investors Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- The Investors Equity Shares to be allotted to the Proposed Investors shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/or Executive Director and/or Key Managerial Personnel of the Company be and are hereby, severally, authorized on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approval, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of Equity Shares, utilization of issue proceeds, signing of all the deeds and documents as may be required without being required to seek any further consent or approval of Members.

**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:** L51909DLI98IPLC01262I **Ph.:** 0124-4577739 **Email ID:** info@euroasiaexportsltd.com  
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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any Key Managerial Personnel or any other officer(s) of the Company.”

**By Order of the Board  
For Euro Asia Exports Limited**

**Date: 25.01.2025  
Place: New Delhi**

**Sd/-  
RAKESH KUMAR SINGAL  
Managing Director  
DIN- 06595136**

### **IMPORTANT NOTES:**

1. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect

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- of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
  9. As mandated by Securities and Exchange Board of India ("SEBI"), securities of the company can be transferred/traded only in dematerialized form. members holding shares in physical form are advised to avail the facility of dematerialization. Members can Contact the Company or Our RTA for Assistance.
  10. Members may note that the copy of the Notice of EGM is also available on the website of the Company. [www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com)
  11. Pursuant to the provisions of Section 91 of the Companies Act 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 18<sup>th</sup> February, 2025 to Monday, 24<sup>th</sup> February, 2025. (both days inclusive)** for the purpose of EGM.
  12. The EGM is being held through Video Conferencing the route map is not annexed to this Notice
  13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the **e-voting services provided by M/s. National Services Depository Limited (NSDL)** on all resolutions set forth in this Notice.
  14. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued circular stating that service of notice/documents including Annual Report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA – **M/s Skyline Financial Services Pvt Ltd Address** Regd. & Corp. Office: D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or E-mail at [info@skylinerta.com](mailto:info@skylinerta.com).
  15. Members who have not registered their e-mail ID's are requested to register their e-mail ID's with their respective Depository Participants (DPs). Alternatively, the members may also contact the R & T Agents at the email address [info@skylinerta.com](mailto:info@skylinerta.com) or the Company at the email address [info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com) to register their e-mail address (es) or changes therein, if any, at the earliest, to receive the future communication. Members are requested to quote

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their Client ID number with DP ID on all correspondence with the Company as the case may be. **International Securities Identification Number given to your Company is INE535P01015**

16. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
17. Notice of the Extra Ordinary General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
18. **M/s. Amit Saxena & Associates | Company Secretaries** (Membership No 29918, COP 11519), (Place: 701, Prakashdeep Building 7, Tolstoy Marg, Barakhamba Road, New Delhi - 110001) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The scrutinizer shall within a period of not exceeding Forty-Eight Hours from the conclusion of the e voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by the Chairman.
20. The results of the e-voting along with the scrutinizer's report shall be placed on company's website at [www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com) within two days of passing of the resolution at the EGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
21. The SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER :-

The remote e-voting period begins on **Thursday, 20<sup>st</sup> February, 2025 at 9.00 A.M. and ends on Sunday, 23<sup>rd</sup> February, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) of **Monday, 17<sup>th</sup> February, 2025** may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, 17<sup>th</sup> February, 2025.**

### **How do I vote electronically using NSDL e-Voting system?**

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The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

#### **A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>

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	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>



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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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### **B) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

# Euro Asia Exports Limited

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- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm you vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [amitsaxenacs@yahoo.com](mailto:amitsaxenacs@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can

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also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to (Mr Aman Goyal) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

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1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com)).). The same will be replied by the company suitably.

# Euro Asia Exports Limited

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 1:

Presently, the Authorized Share Capital of the Company INR 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) divided into 35,00,000 (Thirty Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each. In order to facilitate the future requirements of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from INR 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) divided into 35,00,000 (Thirty Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh Only) divided into 1,65,00,000 ( In One Crore Sixty Five Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each ranking pari - passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of this Notice.

#### ITEM NO. 2:

The Company intends to raise funds from the Identified Proposed Allottees by issuance of the Equity Shares for the purpose of **Working Capital requirement, General Corporate Purposes, Issue related expenses**. Therefore, the Board, in its meeting held on **Saturday, 25<sup>th</sup> January, 2025** has approved the proposal for issuance of the Equity Shares to the Proposed Allottees under the Preferential Issuer as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 160(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the allotment of the Equity Shares shall be made only in dematerialized form.
- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the '**Relevant Date**' for the Equity Share issue is determined to be **Friday, 24 January, 2024**.
- c. On receipt of such application from the Proposed Allottees, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Proposed Allottees.

This resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

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**THE DISCLOSURE REQUIRED IN TERMS OF PROVISIONS OF RULE 13(2)(D) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014, RULE 14(1) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE PROVISIONS OF CHAPTER V OF THE SEBI ICDR REGULATIONS ARE AS FOLLOWS:**

### **1. Particulars of the Offer including Date of passing of Board Resolution:**

The Special Resolution in Item No. 2 of this Notice has been proposed pursuant to the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 (the "Act"), to issue, offer and allot up to **1,41,50,000 (One Crore Forty One Lakh Fifty Thousand) Equity Shares**, by way of preferential allotment on private placement basis, to the persons belonging to "**Non Promoter, Public Category**" ("Proposed Allottees"), for an aggregate amount of up to **INR 14,15,00,000/- (Rupees Fourteen Crore Fifteen Lakhs Only)**, at an issue price of **INR 10 (Rupees Ten Only)** per Equity Shares, being a price more than the price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"). The said proposal has been considered and approved by the Board in its meeting held on **Saturday, 25<sup>th</sup> January, 2025**. The preferential issue to Proposed Allottees is subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc..

### **2. Objects of the Preferential Issue**

The Company intends to utilize the gross proceeds from this preferential issue towards the following objects:

1. Working Capital requirement;
2. General Corporate Purposes;
3. Issue related expenses; (Statutory and Professional fees)  
(collectively, hereinafter referred to as the "**Objects**")

### **3. Utilization of Gross proceeds**

The intended use of the gross proceeds of the preferential issue is as under: -

<b>Sr. No.</b>	<b>Particulars</b>	<b>Total estimated amount to be utilized for each of the Objects</b>	<b>Tentative timelines for utilization of issue Proceeds from the date of receipt of fund</b>
1.	Working capital requirements	Rs 12,00,00,000	Within 12 months
2.	General Corporate purpose	Rs 1,15,00,000	Within 3 months
3.	Issue related expenses (Statutory and Professional fees)	Rs 1,00,00,000	Within 3 months
	<b>TOTAL</b>	<b>Rs 14,15,00,000</b>	

Given that the preferential issue is for Equity Shares, the issue proceeds shall be received by the Company in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

### **4. Interim use of proceeds:**

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Our Company, in accordance with the policies formulated by our Board from time to time will have flexibility to deploy the Issue Proceed and complete pending utilization of the Issue Proceeds for the Objects described above. Company will ensure compliance with all applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws

### **5. Monitoring of utilization of funds:**

Since the proceeds from the Issue is not more than ₹ 100 Crores, in terms of Regulation 162A of Chapter V of ICDR Regulations, the Company doesn't to appoint Monitoring Agency to monitor the utilization of proceeds of the proposed preferential issue.

### **6. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, amount, maximum number of securities to be issued, manner of issue of securities, class or classes of persons to whom allotment is proposed to be made and the Issue Price:**

The Board at its meeting held on **Saturday, 25<sup>th</sup> January, 2025** has subject to the approval of Members and such other approvals as may be required, approved the issuance and allotment of up to 1,41,50,000 (One Crore Forty One Lakhs Fifty thousand) ("Equity Shares"), to the persons belonging to "**Non-Promoter, Public Category**" ("Proposed Allottees"), at an issue price of **INR 10/-** (Rupees Ten Only), for an aggregate amount of up to **INR 14,15,00,000** (Rupees Fourteen Crore Fifteen Lakhs Only) for cash by way of preferential allotment on private placement basis.

### **7. Relevant Date:**

The 'relevant date' for the purpose of determination of the floor price for determining the minimum issue / exercise price of Equity Shares under the Preferential Issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Friday, 24<sup>th</sup> January, 2025 ("Relevant Date")**, being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

### **8. Basis on which the price has been arrived, justification for the price (including premium, if any):**

The Equity Shares of the Company are listed on Bombay Stock Exchange ("BSE").

The shares of the Company are frequently traded and further there is allotment of more than 5% therefore the provisions of Regulation 165 and 166A will be attracted on Company.

### **Regulation 165 :-**

Where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples and such parameters as are customary for valuation of shares of such companies, provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent valuer to the stock exchange where the equity shares of the Issuer are listed.

Valuation as per Income Approach (Method used Income Capitalisation Method)- **Rs 1.36 Equity Value Per Share.**



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Valuation as per Cost Approach (Method used: Net Asset Value Method). Rs 3.30/- **Equity Value Per Share**

Valuation as per Market Approach (Method used : Comparable Trading Method) Rs 6.30/-/- **Equity Value Per Share.**

### Final Valuation :

Valuation Approach	Value Per Share	Weighs
Asset Approach	3.30	0.25
Income Approach	1.36	0.25
Market Approach	6.30	0.50

### Rationale for Weightage

It should be noted that as per Dow Jones Theory, based on efficient market hypothesis, all factors are priced into the market and therefore, a market value approach as provided under Regulation 165 would be an adequate determinant to give true and fair value of the Company. Therefore, the highest weightage of 50% was given to this approach and rest 50% are allocated equally between the income approach and Cost Approach.

In terms of ICDR Regulations and floor price of Equity Shares is **INR 4.32/- (Indian Rupees Four and Thirty Two Paise Only)** respectively has been determined in accordance with ICDR Regulations.

Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on a preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price.

**The price determined through valuation report of Shri Hitesh Jhamb, Registered valuer (Reg Number IBBI/RV/11/2019/12355) is INR 4.32/- (Rupees Four and Thirty Two Paise Only) per Equity Shares.** The said report is available on the website of the Company at <https://www.euroasiaexportsltd.com>.

**After considering the above, it was decided to issue the Equity Shares, to be allotted on a preferential basis to Proposed Allottees, at a Face Value i.e INR 10/- (Rupees Ten Only) each.**

### 9. Amount which the Company intends to raise by way of such securities:

The Company intends to raise an amount aggregating up to **INR 14,15,00,000/- (Rupees Fourteen Crore Fifteen Lakhs Only)** through this preferential issue.

### 10. Name and address of valuer who performed valuation:

Shri Hitesh Jhamb, 270A, First Floor, Patparganj, Mayur Vihar -I, New Delhi - 110091, Registered valuer (IBBI/RV/11/2019/12355).

### 11. Principal terms of assets charged as securities:

Not Applicable

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### 12. Material terms of raising securities:

The same has been disclosed in the resolution.

### 13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

### 14. Valuation for consideration other than cash:

Not applicable as Non- Promoter Preferential Issue is proposed to be made for cash consideration.

### 15. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Individuals, Body Corporate which comprises of **Public Category-Non-Institution/Non-Promoter entities**. The Equity Shares are proposed to be issued and allotted to private investors comprising of Individuals, Body Corporate under the Public Category-Non-Institution/Non-Promoter entities Category.

The Equity Shares shall be issued and allotted to the Proposed Allottees as detailed herein below:

<b>SR. NO.</b>	<b>NAME OF PROPOSED INVESTORS</b>	<b>Category</b>	<b>NO. OF EQUITY SHARES TO BE ALLOTTED</b>	<b>AMOUNT TO BE PAID FOR EQUITY SHARES (INR)</b>
1	Rajendra Kamalakant Chodankar	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs/Non Promoter	11000000	11,00,00,000
2.	Savir Power and Automation Private Limited	Body Corporate Non Institution/Non-Promoter	1700000	1,70,00,000
3.	Ascentedge Advisors LLP	Body Corporate Non Institution/Non-Promoter	1000000	1,00,00,000
4.	Bina Atul Chauhan	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs/Non Promoter	300000	30,00,000
5.	Vandana Anil Jain	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs/Non Promoter	150000	15,00,000
	<b>Total</b>		<b>14150000</b>	<b>14,15,00,000</b>

### 16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of ICDR Regulations, preferential allotment of Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolution provided that where the issue and allotment of Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed

# Euro Asia Exports Limited

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within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

**17. Current and proposed status of the allottee(s) post the preferential issues namely, Non-promoter:**

The current status of Proposed Allottees as mentioned in the resolution will remain unchanged post the preferential issue.

**18. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:**

All Proposed allottees belongs to **Non-Promoter and Public Category** are subscribing to Equity Shares in the proposed issue. The Promoter, Promoter Group Directors or Key Managerial Personnel doesn't intent to participate in the Preferential Issue.

**19. Change in control, if any, in the Company consequent to the preferential issue:**

Proposed Allottees are Non - promoter/Public Category, which results will be no change in the control or management of the Company.

**20. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the Financial Year, the Company has not made any allotment on preferential basis till date.

**21. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil**

**22. Lock-in period:**

a) The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of ICDR Regulations.

b) The entire pre-preferential allotment shareholding, if any, of Proposed Allottees, shall be locked-in as per Chapter V of ICDR Regulations.

**23. Listing:**

Equity Shares to be allotted to the Identified Proposed Allottees shall be listed and shall be admitted for trading on the main board of Stock Exchanges BSE, subject to requisite approval from the Stock Exchange.

**24. Certificate from Practicing Company Secretary:**

A certificate from **M/s Vikas Verma and associates, Practicing Company Secretary**, certifying that the proposed preferential issue of Equity Shares to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The said certificate will be available for inspection by Members at the Company's website [www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com)

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25. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No	Name of the Proposed Investors	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre- Issue Shareholding		Post- issue Shareholding*	
				No. of Shares	%	No. of Shares	%
1	Savir Power and Automation Pvt Ltd	Leena Shetty and Sachin Shetty	1,70,00,000	0	0	17,00,000	10.82
2	Ascetedge Advisors LLP	Jayshree Jain, Harsh Jain	1,00,00,000	0	0	10,00,000	6.36

26. Pre and Post issue Shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

SR. NO.	CATEGORY	PRE-ISSUE		*POST ISSUE	
		NO. OF EQUITY SHARES	% OF SHAREHOLDING	NO. OF EQUITY SHARES	% OF SHAREHOLDING
<b>A.</b>	<b><u>Promoter and Promoter Group Shareholders</u></b>				
1.	Indian				
a)	Individuals/HUF	253900	16.18	253900	1.62
b)	Bodies Corporate	0	0	0	0
c)	Others	0	0	0	0
	Sub-total (A1)	253900	16.18	253900	1.62
2.	Foreign				
a)	Bodies Corporate	0	0	0	0
	<b>Sub-Total(A2)</b>	0	0	0	0
	<b>Total Promoters and Promoters Group (A= A1+A2)</b>	253900	16.18	253900	1.62
<b>B.</b>	<b><u>Non-Promoter/Public Shareholders</u></b>				
1	Institutions	0	0	0	0
2	Institutions (Domestic)	0	0	0	0
3	Institutions (Foreign)	0	0	0	0
4	Central Government/ State Government(s)/ President of India	0	0	0	0
5	Non-Institutions				
a)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	701100	44.69	701100	4.46

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b)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	132100	8.42	11582100	73.68
c)	Non-Resident Indians (NRIs)	3500	0.22	3500	0.02
d)	Bodies Corporate	301900	19.24	3001900	19.10
e)	Any Other (Specify)	176300	11.24	176300	1.12
	<b>Total Non Promoters/ Public Shareholders(B)</b>	<b>1314900</b>	<b>83.82</b>	<b>15464900</b>	<b>98.38</b>
	<b>Grand Total (A+B)</b>	<b>1568800</b>	<b>100</b>	<b>15718800</b>	<b>100</b>

### Notes:

- 1) The Pre-issue shareholding pattern is as on latest shareholding pattern filed with the Stock Exchanges i.e. **31<sup>st</sup> December, 2024**
- 2) Post issue shareholding is calculated after assuming **Allotment of 14150000 Equity Shares** proposed to be issued of the Company.
- 3) Post shareholding structure may change depending upon any other corporate action in between.  
# Assuming completion of the preferential allotment to Proposed Investors

### 27. Undertakings:

i) The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.

ii) None of the Company, its Promoters or Directors are categorized as Wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

iii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iv) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

v) The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.

vi) Each of Identified Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

The approval of the members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

**Regd. Office:** Plot No. 3-A, Ist 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:** L51909DLI98IPLC01262I **Ph.:** 0124-4577739 **Email ID:** info@euroasiaexportsltd.com  
**www.euroasiaexportsltd.com**

# Euro Asia Exports Limited

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

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In terms of Sections 23, 42 and 62 of the Act, approval of Members by way of Special Resolution is required for the resolution as set out in Item No. 2 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 2 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By Order of the Board  
For Euro Asia Exports Limited**

**Sd/-  
RAKESH KUMAR SINGAL**  
Managing Director  
DIN- 06595136

Date: 25.01.2025  
Place: New Delhi