

Euro Asia Exports Limited

CORRIGENDUM TO THE NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 24th FEBRUARY, 2025

Dear Member(s),
EURO ASIA EXPORTS LIMITED

The Company had dispatched Notice of Extra-Ordinary General Meeting dated 25th January, 2025 seeking the approval of members for certain agenda items through e-voting. The Notice of Extra-Ordinary General Meeting has already been circulated to all the Shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with rules made thereunder and applicable provisions of SEBI regulations.

The Company through this communication wishes to bring to the notice of the shareholders, following changes in the said Notice of Extra-Ordinary General Meeting in terms of suggestions/ comments/ received from the stock exchange.

On and from the date hereof, the Notice of Extra-Ordinary General Meeting shall always be read in conjunction with this Corrigendum to the Original Notice dispatched to the members of the Company on 27th January, 2025 and this corrigendum which are also being uploaded on the website of the Company at www.euroasiaexportsltd.com and on the website of Stock Exchange i.e. www.bseindia.com

Notice of the Extra Ordinary General Meeting shall be read as mentioned w.r.t below Points

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 subject to approval of Shareholders:

In supersession of the Resolution passed in the Board Meeting held on 25th January, 2025, following resolution is passed the Board:-

"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:

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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”).

Following review of the documents of the Proposed Allottees, the identification of disqualifications and after considering certain other request to subscribe the preferential issue Equity shares to be allotted to the following proposed investor: -

SR. NO.	NAME OF PROPOSED INVESTORS	CATEGORY	NO. OF EQUITY SHARES TO BE ALLOTTED	AMOUNT TO BE PAID FOR EQUITY SHARES (INR)
1.	Mr 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.	M/s Savir Power and Automation Private Limited	Body Corporate/ Non Promoter	17,00,000	1,70,00,000
3.	Mr Sachin Ramesh Tendulkar	Individual/ Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs/ Non Promoter	10,00,000	1,00,00,000
4.	Ms 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.	Ms Vandana Anil Jain	Individual/ Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs/ Non Promoter	1,50,000	15,00,000
	Total		1,41,50,000	14,50,00,000

RESOLVE 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, 24th 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;

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b. 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;

c. 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;

d. 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

e. 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 Equity shares will be allotted in dematerialized form within a period of 15 days from the date of passing special resolution provided that where the allotment of Equity Shares is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the subscription money shall be received by the Company from the proposed allottees towards application of Equity Shares pursuant to this preferential allotment shall be kept by the Company in a separated bank account.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the practising company secretary certifying that the above issue of the Equity Shares is made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board 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 or necessary or it may deem fit and in the best interest of the Company without being required to seek any further consent or approval of Members.

RESOLVED FURTHER THAT all actions taken by the board or committee(s), if any duly constituted for this purpose in connection with any matters(s) referred to or contemplated in the foregoing resolution be and are here approved, ratified and confirmed in all respects.

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."

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

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:

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

24. Certificate from Practicing Company Secretary:

A certificate from **M/s Amit Saxena 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

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

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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
A.	Promoter and Promoter Group Shareholders				
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
	Sub-Total(A2)	0	0	0	0
	Total Promoters and Promoters Group (A= A1+A2)	253900	16.18	253900	1.62
B.	Non-Promoter/Public Shareholders				
1	Institutions	0	0	0	0
2	Institutions (Domestic)	0	0	0	0
3	Institutions (Foreign)	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
b)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	132100	8.42	12582100	80.04
c)	Non-Resident Indians (NRIs)	3500	0.22	3500	0.02
d)	Bodies Corporate	301900	19.24	2001900	12.74
e)	Any Other (Specify)	176300	11.24	176300	1.12
	Total Non - Promoters/ Public Shareholders(B)	1314900	83.82	15464900	98.38
	Grand Total (A+B)	1568800	100	15718800	100

Notes:

- 1) The Pre-issue shareholding pattern is as on latest shareholding pattern filed with the Stock Exchanges i.e. **31st 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

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All other particulars and details remain unchanged. **The Corrigendum shall be read in conjunction with the Notice dated 25th January, 2025** together with explanatory statement. This corrigendum is also available on the company's website viz. <https://www.euroasiaexportsltd.com/notice.html> and on the website of BSE Limited viz. www.bseindia.com. It shall also be sent electronically to all the registered members as on **Monday, 10th February, 2025**.

By Order of the Board
For Euro Asia Exports Limited
Sd/

Rakesh Kumar Singal
Managing Director
DIN- 06595136

Date 10.02.2025
Place New Delhi

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