

**NOTICE**

**NOTICE** is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of Euro Asia Exports Limited ("the company") will be held on Monday, 25<sup>th</sup> day of July, 2016 at 02:30 P.M. at 404, IV<sup>th</sup> Floor, Pearl Business Park, NSP, Pitampura, New Delhi-110034 to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Sunil Kumar Sharma(DIN : 00370304), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re- appointment.
3. To ratify the appointment of M/S VBR & Associates, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration and in this regard, to consider and if thought fit, to pass 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 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the approval of members at the 33<sup>rd</sup> Annual General Meeting, the appointment of M/s. VBR & Associates, Chartered Accountants (Firm Registration No. 013174N), as the Statutory Auditors of the Company be and is hereby ratified to hold office till the conclusion of the 36<sup>th</sup> Annual General Meeting of the company on such remuneration as may be determined by the Board of Directors."

**SPECIAL BUSINESS:-**

4. To Appoint Mr. Rakesh Kumar Singhal(DIN: 06595136) as a Non-Executive Director and in this regard, to consider and if thought fit, to pass the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to section 149, 152, Schedule IV and other applicable provisions, if any of Companies act, 2013 ("the Act") and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Rakesh Kumar Singhal, who was appointed as an Additional Director with effect from 30<sup>th</sup> May, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as Non-Executive director of the company".

5. To Reduce the share capital of the Company and in this regard, to consider and if thought fit, to pass the following resolution as Special resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 100 to 104 and other applicable provisions, if any, of the Companies Act, 1956 and any corresponding provisions of the Companies Act, 2013, Article 49 of the Articles of Association of the Company, and subject to the confirmation of the Hon'ble High Court having jurisdiction over the registered office of the Company or of the National Company Law Tribunal (NCLT) and/or any other regulatory authority as may be required, the accumulated losses of the Company as at 31<sup>st</sup> March, 2016 be written-off in the following manner –

- against the entire share forfeiture account; and
- against the 90% of the Issued, Subscribed and paid up share capital of the Company;

**RESOLVED FURTHER THAT**, post the reduction of Share Forfeiture Account and the Issued, Subscribed and paid up share capital of the Company, the paid-up share capital of the Company be reduced to Rs. 1,568,800 (Rupees Fifteen Lacs, Sixty Eight Thousand, Eight Hundred) divided into 1,568,800 (Fifteen Lacs Sixty Eight Thousand and Eight Hundred) equity shares of Re. 1 (Rupees One) each.

**RESOLVED FURTHER THAT** in pursuance to above, the reduction of Share Capital and Share Forfeiture Account shall take place in the following manner -

- a) Every Shareholder holding shares in the Company holding 1 (one) equity shares of face value of Rs. 10 (Rupees Ten) shall be allotted 1 (One) Equity Share of face value of Re. 1 (Rupee One) each.
- b) The outstanding accumulated losses balance of Rs. 22,239,082/- as at July 31<sup>st</sup>, 2015 shall be adjusted against the Reserve of Rs. 22,234,700/- arising on cancellation of the 90% of Issued, Subscribed and Paid up Share Capital and forfeited share account and balance accumulated losses of Rs. 4,382/- be carried forward by passing necessary entries in the Books of Accounts in this regard.
- c) Any fractional shares shall be rounded off to the nearest whole number.

- d) The existing share certificates shall stand cancelled and the Company will issue fresh share certificates to the shareholders as per the entitlements at their registered address.
- e) The Equity shares (after reduction) shall continue to be listed and traded on the respective stock exchanges.
- f) The Forfeited Share Account as at 31st July, 2015 be reduced to Nil;"

**RESOLVED FURTHER THAT** the capital clause of the Memorandum of Association of the company be accordingly altered to read as follows subject to the confirmation of reduction in share capital by the Hon'ble High Court of Delhi at New Delhi and other Appropriate Authorities mentioned to hereinabove:

*The Authorised Share Capital of the company is Rs. 35,000,000/- (Rupees Three Crores and Fifty Lacs only) divided into 35,000,000 (Three Crores and Fifty Lacs) equity shares of Re. 1/- (Rupee One) each.*

**RESOLVED FURTHER THAT** Mr. Bhim Sain Goyal, Director and Ms. Pinky Bansal, Company Secretary of the Company be and are hereby severally authorized to file the petition for reduction of share capital with the Hon'ble High Court of Delhi for the purpose of obtaining approval and to do all such acts, deeds, matters and things as they may at their absolute discretion deem necessary or desirable for effectively implementation of the resolution"

- 6. To amend the title of incidental object clause of the memorandum of association and in this regard, to consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and is hereby replaced with the title **"Matters which are necessary for furtherance of the objects specified in clause III (A) are:-"**

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors and the company secretary be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the afore said Resolution along with filing of necessary E-forms with the Registrar of Companies NCT of Delhi & Haryana."

- 7. To delete the other objects clause of the Memorandum of Association and in this regards to consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III (C).

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the afore said Resolution along with filing of necessary E-forms with the Registrar of Companies NCT of Delhi & Haryana."

- 8. To adopt new set of Articles of Association and in this regards to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 142 with the new regulations 1 to 94, be and is hereby adopted as new regulations of the Articles of Association of the Company."

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the afore said Resolution along with filing of necessary E-forms with the Registrar of Companies NCT of Delhi & Haryana."

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

**Place: New Delhi  
Dated: 16.06.2016**

**Pinky Bansal  
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE COMPANY”), IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS HOLDING IN AGGREGATE, NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.**
2. **A MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.**
3. Brief resume of Directors proposed to be appointed/re-appointed, their age, qualification, date of first appointment on the Board, Experience, nature of their expertise in specific functional areas, names of companies in which they hold directorships and membership/chairmanships of Board Committees, shareholding and relationships with other directors/key managerial personnel, number of meetings of the Board attended during the year are provided in this Notice of Annual General Meeting.
4. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
5. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.
6. The Company has notified closure of Register of Members and Share Transfer Books from 19th July 2016 to 25<sup>th</sup> July 2016, (both days inclusive) for the purpose of the Annual General Meeting.
7. 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.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company and copies thereof shall also be available for inspection on all working days, except Saturdays, (between 11 A.M. to 6 .00 P. M.) upto the date of the Meeting. Copies of such documents shall also be made available at the meeting.
9. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send duly certified true copy of the Board Resolution/other valid authorization authorizing their representatives to attend and vote on their behalf at the Meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/its Registrars and transfer Agent, 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 to:contract@skylinerta.com”.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ M/s Skyline Financial Services Private Limited (Registrars and Transfer Agents).
12. Members desirous of making a nomination in respect of their shareholding in the Company, in physical mode, as permitted under Section 72 of the Companies Act, 2013 are requested to write to M/s Skyline Financial Services Private Limited (Registrars and Transfer Agents). In respect of the shareholding in demat mode, please contact the respective depository participant, with whom the member is having demat account.
13. 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.

14. Members who hold shares in multiple folios or joint accounts in the same order of names are requested to send the share certificate to M/s Skyline Financial Services Private Limited or contact their depository participant as the case may be, for consolidation into a single folio.
15. Non-Resident Indian Members are requested to inform M/s Skyline Financial Services Private Limited immediately of:
  - a) Change in their residential status or return to India for permanent settled
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. 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 MeetingThe Annual Report of the Company is also available on the company's website [www.euroasiaexportsltd.com](http://www.euroasiaexportsltd.com).
17. In terms of the provisions of Section 108 of the Companies Act 2013 read with relevant rules thereto the business set out in the notice be transacted through electronic voting (e-voting) and the company is providing e-voting facility to the members.
18. 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.
19. 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.
20. 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. Himanshu Sharma of M/s. Himanshu Sharma & Associates, Practicing Company Secretaries (Membership No. 27235) as the scrutinizer.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with facility to exercise their votes by electronic means (E-voting). Communication containing detailed instructions in this regard is being sent separately.
22. Route map of the venue of the meeting is given at the end of the notice.

### EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT SECTION 102(1) OF THE COMPANIES ACT, 2013("THE ACT")

#### Item No. 4

The Board of Directors of the company, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rakesh Kumar Singhal as Additional Director (Non-Executive Director) on the Board of the Company on May 30, 2016. In accordance with the provisions of Sections 161(1) and 149 read with Schedule IV to the Companies Act, 2013, Regulation 16, 17 and other regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company. He holds office as an additional director upto the date of this Annual General Meeting.

In accordance with the provisions of Section 149, 152 of the Companies Act, 2013 appointment of Non-Executive Director requires approval of Members of the Company.

The company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rakesh Kumar Singhal for the office of Non-Executive Director of the Company. Mr. Rakesh Kumar Singhal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief resume of Mr. Rakesh Kumar Singhal, his age, qualification, date of first appointment on the Board, Experience, nature of their expertise in specific functional areas, names of companies in which they hold directorships and



membership/chairmanships of Board Committees, shareholding and relationships with other directors/key managerial personnel, number of meetings of the Board attended during the year and other details stipulated under the Regulations 16, 17 and other regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, are provided in this Notice of Annual General Meeting.

Keeping in view his vast expertise and knowledge, it will be in the interest of the company Mr. Rakesh Kumar Singhal is appointed as Non-Executive Director of the Company.

Copy of the draft letter for appointment of Mr. Rakesh Kumar Singhal as Non-Executive Director setting out the terms and Conditions is available for inspection by members at the registered office of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Director have proposed that Mr. Rakesh Kumar Singal be appointed as Non-executive Director of the company, liable to retire by rotation.

Save and except Mr. Rakesh Kumar Singal and his relatives to the extent of their shareholding interest, if any, in the company, none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except appointing director is concerned or interested in the resolutions of the Notice relating to re-appointment.

Item No. 5

### **Salient features of Reduction of Share Capital of the Company**

The Company was among the leading exporters to erstwhile USSR, however, after bifurcation of USSR in many small countries and globalization of economy, India did not remain favorite business partner of USSR countries as China started dumping its goods in those countries and viability of export reduced initially and was closed finally.

Since, there is no lucrative opportunities left in the present business, therefore the Company is evaluating to enter into new line of business that offers better return on Investment and for this purpose the management is making efforts for getting fresh infusion of funds, however, due to presence of accumulated losses none of the Investors agree for the equity investment in the Company, thus severely affecting the financial health of the Company.

In such circumstances, it is desirable to reorganize the present financials of the Company by writing off the accumulated losses as at 31<sup>st</sup> July, 2015, subject to the approval of Hon'ble High Court of Delhi and such other authorities as may be prescribed, in the following manner –

- against the entire share forfeiture account; and
- against the 90% of the Issued, Subscribed and paid up share capital of the Company;

### **Below given is the brief synopsis of the aforesaid reduction:**

- a) The existing issued, subscribed and paid up capital of the Company of Rs. 156,88,000 (Rupees One Crore Fifty Six Lacs and Eighty Eight Thousands) consisting of 15,68,800 (Fifteen Lacs, Sixty Eight Thousands and Eight Hundred) Equity Shares of Rs. 10 (Rupees Ten Each) each be reduced to Rs. 15,68,800 (Rupees Fifteen Lacs, Sixty Eight Thousands and Eight Hundred) consisting of 15,68,800 (Fifteen Lacs, Sixty Eight Thousands and Eight Hundred) Equity shares of Re. 1/- (Rupees One) each.
- b) The entire forfeited shares account of Rs. 81,15,500 (Rupees Eighty One Lacs, Fifteen Thousand and Five Hundred) shall be reduced to nil.
- c) The outstanding accumulated losses balance of Rs. 22,239,082/- as at July 31, 2015 shall be adjusted against the Reserve of Rs. 22,234,700/- arising on cancellation of the 90% of Issued, Subscribed and Paid up Share Capital and forfeited share account, as aforesaid and balance accumulated losses of Rs. 4,382/- be carried forward by passing necessary entries in the Books of Accounts in this regard;
- d) Every Shareholder holding 1 (One) equity shares of face value of Rs. 10 (Rupees Ten) each in the Company shall be allotted 1 (One) equity share of face value of Re. 1 (Rupees One) each.
- e) The existing share certificates shall stand cancelled and the company will issue fresh share certificates to the shareholders as per the entitlements at their registered address.
- f) The equity shares (after reduction) shall continue to remain listed and traded on respective stock exchanges
- g) The new share certificates pursuant to the reduction of share capital shall be issued only upon the request received from the shareholder.
- h) **No object/Observation letter from the Stock Exchange/SEBI**

In terms of Clause 24(f) of the Listing Agreement and in terms of SEBI Circular reference no. CIR/CFD/DIL/5/2013 dated February 04, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 every listed company is required to file an application with the designated stock exchange for obtaining their observation letter for the proposed reduction of share capital.

The Company in connection with above, has designated BSE Limited as its Designated Stock Exchange and has already applied with the said Stock Exchange (s) for their Observation Letter.

The Company has received observation letter dated May 26th 2016, confirming there no objection to the proposed reduction of share capital.

The Capital Structure and Shareholding pattern of the Company pre and post reduction of share capital as on March 31, 2016, is as follows:

#### Pre and Post Reduction Share Capital Structure

Particulars	Pre-reduction	Post reduction
Authorized Share Capital	Rs.35,000,000/- comprising of 35,00,000 Equity Share of Rs. 10/-each	Rs.35,000,000/- comprising of 35,00,000 Equity Share of Re. 1/-each
Issued,Subscribed and Paid-Up Share Capital	Rs. 15,688,000/- comprising of 15,68,800 Equity Share of Rs. 10/-each.	Rs. 1,568,800/- comprising of 15,68,800 Equity Share of Re. 1/-each.
Share Capital		
Add – Forfeited Shares	81,15,500.00	0.00
Total	238,03,500.00	1,568,800

#### Pre and Post Reduction Shareholding Pattern

Category of Shareholder	PRE REDUCTION		POST REDUCTION	
	Total number of shares	% Holding	Total number of shares	% Holding
<b>Shareholding of Promoter and Promoter Group</b>				
<b>Indian</b>				
Individuals/ Hindu Undivided Family	256,400	16.34	25,6400	16.34
Central Government/ State Government(s)	-	-	-	-
Bodies Corporate	-	-	-	-
Financial Institutions/ Banks	-	-	-	-
Any Other	-	-	-	-
Directors and their relatives	-	-	-	-
<b>Sub Total(A)(1)</b>	<b>256,400</b>	<b>16.34</b>	<b>25,640 0</b>	<b>16.34</b>
<b>Foreign</b>		-		
Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
Bodies Corporate	-	-	-	-
Institutions	-	-	-	-
Any Other	-	-	-	-
Directors and their relatives	-	-	-	-
<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= (A) (1)+(A)(2)</b>	<b>256,400</b>	<b>16.34</b>	<b>25,6400</b>	<b>16.34</b>
<b>Public shareholding</b>				
<b>Institutions</b>				
Mutual Funds/ UTI	-	-	-	-

Financial Institutions / Banks	-	-	-	-
Central Government/ State Government(s)	-	-	-	-
Venture Capital Funds	-	-	-	-
Insurance Companies	-	-	-	-
Foreign Institutional Investors	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Any Other		-		-
<b>Sub-Total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Non-institutions</b>		-		
Bodies Corporate	389,100	24.80	38,9100	24.80
Individuals		-	-	-
i. Individual shareholders holding nominal share capital up to Rs 1 lakh	572,500	36.49	57,2500	36.49
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	350,800	22.36	35,0800	22.36
Any Other		-	-	-
Directors & their relatives	-	-	-	-
HUF	-	-	-	-
Clearing Member	-	-	-	-
<b>Sub-Total (B)(2)</b>	<b>1,312,400</b>	<b>83.66</b>	<b>131,2400</b>	<b>83.66</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1,312,400</b>	<b>83.66</b>	<b>131,2400</b>	<b>83.66</b>
<b>TOTAL (A)+(B)</b>	<b>1,568,800</b>	<b>100.00</b>	<b>156,8800</b>	<b>100.00</b>
<b>Shares held by Custodians and against which Depository Receipts have been issued</b>				-
<b>Promoter and Promoter Group</b>	-	-	-	-
<b>Public</b>	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1,568,800</b>	<b>100.00</b>	<b>156,8800</b>	<b>100.00</b>

i) **Fairness opinion from the Merchant Banker**

Company in accordance with Clause 24 (h) of the Listing Agreement and SEBI Circular bearing no. CIR / CFD / DIL/ 5/ 2013 dated February 04, 2013 and CIR/ CFD/ DIL/ 8/ 2013 dated May 21, 2013, the Listed Company, is required to obtain Fairness Opinion from the SEBI Registered Merchant Banker. The Company in accordance with the above said circular has obtained Fairness Opinion in November, 2014 from Corporate Professionals Capital Private Limited, a SEBI Registered (Cat 1) Merchant Banker.

j) None of the Directors and the Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except to the extent of their shareholding in the company.

**ITEM NO. 6, 7 & 8**

The existing memorandum and articles of Association (MOA & AOA) were based on the Companies Act, 1956 and some of which are no longer in force.

With the coming of the Companies Act, 2013 into force, several regulations of the existing MOA & AOA of the company requires alterations or deletions at several places.

In order to comply with the provisions of the Companies Act, 2013, it is considered expedient to wholly replace the existing MOA & AOA by adopting them afresh. Therefore, your directors recommend the resolution as set out in item no. 6, 7 and 8 for the approval of the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

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

**Place: New Delhi  
Dated: 16.06.2016**

**Pinky Bansal  
Company Secretary**

### **The instructions for e-voting are as under:**

Dear Member,

### **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 35<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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

The Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and the manner of e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.euroasiaexportsltd.com>

The e-voting period commences on July 22, 2016 (09:00 A.M.) and ends on July 24, 2016 (05:00 P.M.). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18<sup>th</sup> July, 2016. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 24<sup>th</sup> June, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@euroasiaexportsltd.com](mailto:info@euroasiaexportsltd.com)/ [contract@skylinert.com](mailto:contract@skylinert.com).

NOTE: The "remote e-voting" end time shall be 05:00 P.M. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting.

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

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

**The procedure and instructions for e-voting as given in the Notice of the 35th Annual General Meeting are again reproduced hereunder for easy reference:**

- I. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**
  - a. Open e-mail and open PDF file viz."EAEL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-Login.
  - d. Put user ID and password as initial password noted in step (i) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "Euro Asia Exports Limited".
  - h. Now you are ready for remote e-voting as Cast Vote page opens.



- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - J. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to legalhimanshu@gmail.com with a copy marked to evoting@nsdl.co.in.
- II.** In case of Members receiving Physical copy of Notice of 35th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
- a. Initial password is provided in the box overleaf.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18<sup>th</sup> July, 2016.
  - E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24<sup>th</sup> June, 2016, may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, M/s Skyline Financial Services Private Limited.
  - F. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - G. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - H. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - I. Mr. Himanshu Sharma, Practicing Company Secretary (Membership No. ACS- 27235 & CP No. 11553), Partner, M/s. Himanshu Sharma & Associates, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - J. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - K. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - L. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.euroasiaexportsltd.in](http://www.euroasiaexportsltd.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

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

**Place: New Delhi  
Dated: 16.06.2016**

**Pinky Bansal  
Company Secretary**

#### E-COMMUNICATION REGISTRATION FORM

**EURO ASIA EXPORTS LIMITED**  
**VENUE: 404, 4TH FLOOR, PEARL BUSINESS PARK,**  
**NETAJI SUBHASH PLACE, PITAMPURA, NEW DELHI-110034**

