

Euro Asia Exports Limited

Date: 06.10.2017

To,

BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort
Mumbai-400001

Subject: Submission of Annual Report for the year ended 31.03.2017

Dear Sir,

In accordance with **Regulation 34** of the Listing Regulations, please find attached the copy of Annual Report of the Company for the Financial Year 2016-17, which was approved and adopted by the members at their **36th** Annual General Meeting of the Company held on, 26th September, 2017 at 3:00 p.m. at Hotel City Park Airport No. 49/2/1 NH-8 Near Toll Plaza New Delhi – 110037.

Kindly take the same on record.

Thanking you,

Yours Truly,
For Euro Asia Exports Limited

For Euro Asia Exports Limited

Shanu Srivastava
Company Secretary

Shanu Srivastava
Company Secretary

Encl: Annual Report for financial year 2016-17

**EURO ASIA EXPORTS
LIMITED**

**36TH ANNUAL REPORT
2016-2017**

BOARD OF DIRECTORS

Mr. Bhim Sain Goyal	Independent Director
Mr. Gagan Goel	Executive Director
Mr. Sunil Kumar Sharma	Executive Director
Ms. Nidhi Maheshwari	Independent Director
Mr. Rakesh Kumar Singal	Managing Director
Ms. Shweta Gupta	Independent Director

COMPANY SECRETARY

Ms. Shanu Srivastava

AUDITORS

V B R & ASSOCIATES

Chartered Accountants

405, Roots Tower, Plot No 7, Distt. Centre
Laxmi Nagar, Delhi-110092

REGISTERED OFFICE

Plot No. 3-A, 1st Floor,
Blk-X Loha Mandi, Naraina Industrial Area
New Delhi - 110028

BANKERS

HDFC Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private
Limited D-153/A, First Floor, Okhla
IndustrialArea-I, NewDelhi-110020

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Ms. Nidhi Maheshwari (Chairperson)

Ms. Shweta Gupta

Mr. Bhim Sain Goel

NOMINATION AND REMUNERATION COMMITTEE

Ms. Nidhi Maheshwari (Chairperson)

Ms. Shweta Gupta

Mr. Bhim Sain Goel

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ms. Nidhi Maheshwari (Chairperson)

Ms. Shweta Gupta

Mr. Bhim Sain Goel

ANNUAL REPORT 2016-17

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BOARD REPORT

To,
The Members,

Your Directors have pleasure in presenting their 36th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

1. FINANCIAL RESULTS:

The Board's Report shall be prepared based on the standalone financial statements of the company. The Company's financial performance is given hereunder.

(Rs.)

Particulars	Financial Year ended 31.03.2017	Financial Year ended 31.03.2016
Sales & other income	968179485	915057120
Profit before tax	292970	224177
Less Provision of Tax	90528	69271
Profit after tax	202443	154907
Appropriations:		
Equity Dividend		
(i) Interim	-	-
(ii) Final	-	-
Corporate Tax on Dividend		
(i) Interim	-	-
(ii) Final	-	-
Transfer from Debenture Redemption Reserve	-	-
Balance of profit brought forward from previous year	(19932175.93)	(20087082)
Balance carried to Balance Sheet	(19932175.93)	(20087082)

During the year under review, the company has earned net profit of Rs. **202443/-** in comparison to profit of Rs. 154907/- in the previous year.

2. DIVIDEND:

The Board has not recommended any dividend for the Financial Year 2016-2017.

3. RESERVES:

No amount is proposed to be transferred to general reserve for the financial year 2016-2017.

4. **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:**

The Company is engaged in the business of trading of all types of goods. During the year under review, the company has earned net profit of Rs. 202443/-. The performance of the company is expected to be better in the coming years.

1. EXISTING BUSINESSES

The Company is pursuing the Business of Trading in garments.

2. NEW PROJECTS

The Company has not initiated any new project during the financial year under review.

3. CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of business of the company during the financial year under review.

5. **MATERIAL CHANGES AND COMMITMENTS:**

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year of the company and date of this Report.

6. **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorised, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition here are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

7. **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

The Company has no Subsidiary/ Joint Ventures/Associate Companies.

8. **PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT:**

The Company has no Subsidiary/ Joint Ventures/Associate Companies.

9. **DEPOSITS:**

The Company has not accepted any deposits during the financial year under review.

- ❖ Accepted during the year: NIL
- ❖ Remained unpaid or unclaimed as at the end of the year: NIL
- ❖ If there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:

At the beginning of the year: NIL

Maximum during the year: NIL

At the end of the year: NIL

10. AUDITOR'S AND THEIR REPORT:

Your Directors request that the term of office for 3 years of M/s VBR & Associates, Chartered Accountants, holding the office as Statutory Auditors of the Company expires at this AGM. Therefore, your directors recommend their re-appointment for a further term of 2 years and being eligible they offer themselves for re-appointment. The Company has received a certificate from the auditors to the effect that their reappointment if made, would be in accordance with the provision of section 141 of the Companies Act, 2013.

Comments of the Auditors in their report and the notes forming part of the Accounts are self explanatory and need no comments.

❖ **Frauds reported by Auditors (Section 134(3)(ca))**

As per Section 143 of the Companies Act, 2013 the report of Auditors states that the Company has not committed any frauds during the year.

11. COST AUDITOR'S AND THEIR REPORT:

Cost Audit is not Applicable to the company.

12. APPOINTMENT OF SECRETARIAL AUDITOR AND THEIR REPORT:

The Company had appointed M/s Jain Akshi & Associates, Practicing Company Secretaries to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit for the Financial Year 2016-17 and the Secretarial Audit Report is being attached with the Board Report as Annexure-I which is self explanatory and needs no comments.

14. APPOINTMENT OF INTERNAL AUDITOR:

The Internal Auditors M/s. N K Bhat & Associates, Chartered Accountant have conducted Internal Audits periodically for the Financial Year 2016-17 and submitted their reports to the Audit Committee. The reports submitted by the Internal Auditor have been reviewed by the Statutory Auditors and the Audit Committee.

15. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented as **Annexure-II** in this report.

16. CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented

several best corporate governance practices as prevalent globally. The report on Corporate Governance as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached as **Annexure-III**. The requisite certificate from M/s. Himanshu Sharma & Associates, Practicing Company Secretaries, confirming compliance with the conditions of corporate governance is attached on 'Corporate Governance' is attached as **Annexure-IV** in this report.

13. **SHARE CAPITAL:**

During the Financial Year, there is no change in the share capital of the Company. However, the Paid up Share Capital of the Company is divided into the following categories:

Subscribed and paid up:	Rs. 15688000
Forfeited Shares:	Rs. 8115500
Total Share Capital:	Rs. 23,803,500/-

A) **Issue of equity shares with differential rights;**

The Company has not issued equity shares with differential rights.

B) **Issue of sweat equity shares;**

The Company has not issued sweat equity shares.

C) **Issue of employee stock options;**

The Company has not issued employee stock options.

D) **Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees;**

Since shares of the Company has not purchased by the employees or trustees for their benefits therefore there is no requirement for the provision of money to be made by the Company for the same purpose.

14. **EXTRACT OF THE ANNUAL RETURN:**

The extract of the annual return in Form No.MGT-9 (Attached as **Annexure-V**) shall form part of the Board's report.

15. **DIRECTORS AND KEY MANAGERIAL PERSONS:**

The Board of Directors of our company are highly qualified and enough to financial literate for understanding financial terms and activities of company. In the current period composition of Board of Directors are as follows:

❖ Mr. Sunil Kumar Sharma	Non Executive Director
❖ Mr. Rakesh Kumar Singal	Managing Director
❖ Mr. Gagan Goel	Executive Director

❖ Mr. Bhim Sain Goyal	Independent Director
❖ Ms. Nidhi Maheshwari	Independent Director
❖ Ms. Shweta Gupta	Independent Director
❖ Mr. Shyam Sunder	Chief Executive Director
❖ Ms. Shanu Srivastava	Company Secretary

A) Changes in Directors and Key Managerial Personnel

During the year, following changes took place:

❖ **Appointments:**

- (a) Appointment of Mr. Rakesh Kumar Singal as Non Executive Director Dated 30.05.2016;
- (b) Appointment of Mr. Kapil Mendiratta as Company Secretary Dated 11.10.2016;
- (c) Appointment of Mr. Shyam Sunder as Chief Executive Officer Dated 11.10.2016;
- (d) Appointment of Ms. Shweta Gupta as Add. Independent Director Dated 07.02.2017;
- (e) Appointment of Ms. Shanu Srivastava as Company Secretary Dated 23.05.2017;

❖ **Resignations:**

- (a) Resignation of Ms. Pinky Bansal from the post of Company Secretary dated 11.10.2016;
- (b) Resignation of Mr. Kapil Mendiratta from the post of Company secretary dated 07.02.2017;

The composition of Board Directors is according to applicable provisions of the Companies Act, 2013.

B) Declaration by an Independent Director(s) and re- appointment, if any

The Independent directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of Section 149 of the Companies Act, 2013. The Board confirms that the said independent directors meet the criteria as laid down under the Companies Act, 2013.

The Board proposes the terms of 5 years for the independent directors and they shall not be liable to retire by rotation.

C) Formal Annual Evaluation

The evaluation frame work for assessing the performance of Directors comprises of the following key areas:

- ❖ Attendance of Board Meetings and Board Committee Meetings
- ❖ Quality of contribution to Board deliberations
- ❖ Strategic perspectives or inputs regarding future growth of Company and its

performance

- ❖ Providing perspectives and feedback going beyond information provided by them management
- ❖ Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

16. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR:

Your Company has put in place a system to familiarize its Independent Directors about the Company, its Business Segment, the Industry and Business model of the Company. In addition it also undertakes various measures to update the Independent Director about the ongoing events and development relating to the Company. All the Independent Directors of the Company are made aware of their role, responsibilities & liabilities at the time of their appointment / re appointment, through a formal letter of appointment, which also stipulates various terms and conditions of their engagement, including the compliance required from him under Companies Act 2013, Listing Regulation and other various statues and an affirmation is obtained for the same. The Detail of the Familiarization Programme for Directors are available on the Company's Website –www.euroasiaexportsltd.com

17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board meets at regular intervals to discuss and decide on business strategies/ policies and review the financial performance of the Company. In case of business exigencies, the Board's approval is taken through circular resolutions. The Circular Resolutions are noted at the subsequent Board Meeting. The notice and detailed agenda along with the relevant notes and other material information are sent in advance.

Particular details of Board Meeting are as follows: During the financial year, five Board meetings were held.

Dates of Board Meeting	Directors Present in the Meeting
❖ 30.05.2016	3
❖ 16.06.2016	4
❖ 04.08.216	4
❖ 11.10.2016	4
❖ 11.11.2016	4
❖ 07.02.2017	4

18. MANAGERIAL REMUNERATION:

None of the employee of the company falls under the provisions of rule pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Since no director of the company was in receipt of any remuneration or commission therefore the company is not required to make disclosure under the applicable provisions of the Companies Act, 2013.

19. DISCLOSURE REGARDING VARIOUS COMMITTEES:

The Company has the following Committees of the Board:

A) Audit Committee

Audit Committee of the Board of Directors (“the Audit Committee”) is entrusted with the responsibility to supervise the Company’s internal controls and financial reporting process. The Composition, quorum, powers, role and scope are in accordance with section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulation. All the Members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and international Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function. Mr. Gagan Goel, Non Executive, Independent Director is the Chairperson of the Audit Committee. The other Members of Audit Committee include Mr. Bhim Sain Goyal the Independent Director of the Company & Ms. Nidhi Maheshwari the Non – Executive, Independent Director of the Company.

Meeting & Attendance

The Audit Committee met four times during the Financial Year 2016 – 17. The Maximum gap between two meetings was not more than 120 Days. The necessary quorum was present for all meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

Dates of Board Meeting	Members Present in the Meeting
❖ 30.05.2016	3
❖ 04.08.2016	3
❖ 11.11.2016	2
❖ 07.02.2017	2

All the members of the committee are financially literate Mr. Gagan Goel was appointed as Chairman of the Audit Committee.

Terms & Reference

The Audit committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial reporting system, discussion on financial results, interaction with statutory and Internal Auditor, recommendations for the appointment of statutory and Internal Auditors and their remuneration,

Review of Business Risk Management Plan, Management Discussion and Analysis , Review of Internal Audit Reports, Significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective Compliance of Provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulation. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

The term of reference of the committee have been revised in conformity with the provisions of section 177 of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

At present composition of Committee was change in meeting held on 01.08.2017 the committee comprises of three Independent Directors viz Mr. Bhim Sain Goyal, Ms. Nidhi Maheshwari and Ms. Shweta Gupta.

B) Nomination and Remuneration Committee

Performance Evaluation Criteria for Independent Directors and Remuneration Policy for Directors, Key Managerial Personnel and other employees

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as Annexure VI to the Board Report. Further, the Company has devised a Policy for performance evaluation of Directors.

The Board of the company has decided that the committee will also be known with the name Nomination and Remuneration Committee as required under Companies Act, 2013. The Committee recommends remunerations, promotions, increments and considers the appointment of Executive Directors as and when required.

Meeting & Attendance

At present the Nomination and Remuneration Committee of the company comprises of the following members who are Directors of the company and Dates of Meeting

Dates Nomination and Remuneration Meeting

❖ 11.10.2016	3
❖ 11.11.2016	2

Mr. Bhim Sain Goyal, Mr. Gagan Goel and Ms. Nidhi Maheshwari are the members of Nomination & Remuneration Committee Members.

Terms & Reference

The Board has framed the Nomination & Remuneration Committee Charter which ensures effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulation, which are as follows:

- Reviewing the overall Compensation Policy, Service agreements and other employment Conditions of Managing Director and Senior Management (One Level below the Board);
- To help in determining the appropriate size, diversity and composition of the Board;
- To recommend to the Board appointment / re-appointment and removal of Directors;

- To frame criteria for determining qualifications, positive attributes and Independence of Directors to create an evaluation framework for Independent Director and the Board;
- To assist in developing a succession plan for the Board;
- To assist the Board in fulfilling responsibilities entrusted from time to time;
- Delegation of any of its powers to any member of the Committee or the Compliance Officer;

At present composition of Committee was change in meeting held on 01.08.2017 the committee comprises of three Independent Directors viz Mr. Bhim Sain Goyal, Ms. Nidhi Maheshwari and Ms. Shweta Gupta.

C) Stakeholders Relationship Committee:

The Board has renamed the ‘Shareholders’ / Investors’ Grievance Committee’ of the company with ‘Stakeholders’ Relationship Committee’ as required under Companies Act, 2013. The Board had delegated the power to consider and resolve grievance of security holders of the company to Stakeholders Relationship committee

The Stakeholders Relationship committee presently comprises of three Directors viz. Mr. Gagan Goel (Chairman), Mr. Bhim Sain Goyal and Ms. Nidhi Maheshwari.

In compliance with the SEBI guidelines the Company has appointed M/s. Skyline Financial Services Pvt Limited as RTA (Registered Transfer Agent) to look after the share transfer, transmission, transposition

issuance of duplicate share certificate, share de-materialization/re-materialization etc independently under the supervision and control of the Stakeholders Relationship committee

Meeting & Attendance

At present the Nomination and Remuneration Committee of the company comprises of the following members who are Directors of the company and Dates of Meeting

Dates of Stakeholders Relationship Meeting	Members Present in the Meeting
❖ 30.05.2016	3
❖ 04.08.2016	3
❖ 11.11.2016	2

Terms & Reference

The Board has clearly defined the terms of reference for the committee, which generally meets at Regular Interval. The Committee looks in to the matters of Shareholders/ Investors grievances along with other matters listed below:

- Approval of Transfer of Shares/ debentures and issue of duplicate/ split/ consolidation/ sub-division of share/debenture certificates
- Consider, resolve and monitor redressal of Shareholding grievances of the Company with respect to transfer of shares, non - receipt of annual report, non - receipt of declared dividend.
- Review the Performance of the Company’s Registrar & Transfer Agents.

The secretarial Department of the Company and the Registrar and Share Transfer Agent, Skyline Services Pvt. Ltd. Attend to all grievances of the Shareholders received directly or through SEBI, Stock Exchanges,

Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholder’s Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors

at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

Shareholders are requested to furnish their updated telephone number and email addresses to facilitate

20. PARTICULARS OF EMPLOYEE AND MANAGERIAL REMUNERATION:

During the year under review, the Company does not have any employee who is drawing the remuneration in excess of the limits prescribed by provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 (1), (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

1. DISCLOSURES PURSUANT TO SECTION 197 (12) AND RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The company has given remuneration according to the remuneration policy formulated by the Company. Further, information is as follows:

- I.** The Ratio of Remuneration of each Director to the Median Employees Remuneration of the Company for the financial year 2015-2016 is as follows:

No remuneration has been paid to any director in the Financial Year 2016-17.

- II.** The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

No remuneration was being paid to any director and no changes have been made in remuneration paid to Chief Financial Officer and Company Secretary of the Company.

- III.** The percentage increase in the median remuneration of employees in the Financial Year 2016-17:

There has been an increase of 0.01 % in percentage of median remuneration paid to employees in the Financial Year 2016-17 as compared to Financial Year 2015-16.

- IV.** the number of permanent employees on the rolls of company:

The numbers of permanent employees on the rolls of the Company are 4.

- V. average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

No managerial remuneration was being paid to any director in Financial Year 2016-17.

- VI. affirmation that the remuneration is as per the remuneration policy of the company:

The Directors of the Company confirm that the remuneration in the Financial Year 2016-17 has been paid according to the remuneration policy of the Company.

21. **SIGNING OF BALANCE SHEET:**

The Balance Sheet of the Company is not signed in pursuance to the provision of Section 134 of companies act, 2013. The Balance Sheet was signed by two directors of the company and chief finance officer of the company but not signed by Company Secretary, as on the date of signing of Balance Sheet, there was Casual vacancy in the Office of Company Secretary because Mr. Kapil Mendiratta, Company Secretary of the Company resigned on 07.02.2017 and balance Sheet was signed on 23.05.2017.

AFFIRMATIONS AND DISCLOSURES:

1. **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:**

Pursuant to Section 177(9) and (10) of the Companies Act , 2013 and Regulation 22 of the Listing Regulation , the Company has formulated Whistle Blower Policy for Vigil Mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report forming part of annual report.

2. **RISK MANAGEMENT POLICY:**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the company. Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

3. **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The concept of Corporate Social Responsibility is not applicable to the Company.

4. **LISTING:**

The shares of the Company are listed at Delhi, Jaipur, and Bombay Stock Exchange Ltd.

5. **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

The company has given short term loan and advances of Rs. 1,514,152 as on 31.03.2017.

6. **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

Company has not or made any arrangement with the related parties during the financial year.

7. **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

8. **OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees are covered under this policy and during the year no complaints have been received from them.

9. **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of Energy

The operations of the Company are not energy intensive therefore no capital investment has been made on energy conservation equipments during the year. The company has endeavored to conserve energy consumption, wherever feasible and has not utilized alternate sources of equipments.

B) Technology Absorption

No new technology has been imported during last 4 years as the orders received by the company are gradually declining. However, the technology for Transistorized Converters, other equipments and parts of Induction Heating Machines imported has been fully absorbed.

The industry has been under recession from past many years due to which manufacturing is unviable at low volumes and as a result of which company is incurring losses from its manufacturing activities and has decided to shut down manufacturing activities and dispose off plant and machinery.

C) Foreign Exchange Earnings and Outgo

Activities relating to export, initiatives taken to increase exports and development of New Export market

Foreign exchange outflows: Nil

Foreign exchange inflows: Nil

10. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause(c) of sub-section(3) of Section134 of the Companies Act, 2013, shall state that—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis and
- (e) the Directors have laid down internal financial control to be followed by the Company and that such internal financial control are adequate and were operating effectively; and
- (f) the Directors had devise proper systems to ensure compliance with the provisions of all applicable law sand that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS:

The Directors wish to place on record their appreciation for the sincere services rendered by employees of the Company at all levels. Your Directors also wish to place on record their appreciation for the valuable co-operation and support received from the Government of India, various state governments, the Banks/ Financial institutions and other stakeholders such as, shareholders, customers and suppliers, among others. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to their continued support in future.

For and on behalf of the Board of Directors of
Euro Asia Exports Limited

SD/-

Gagan Goel

Director

DIN: 07166489

Address: H No-705 Saraswati Vihar,
Gurgaon 122001

SD/-

Rakesh Kumar Singal

Director

DIN: 06595136

Address: D-50, Sushant Lok II
56, Gurgaon 122002

Place: New Delhi
Date: 29.08.2017

Telephone: +91- 011-47055518
Email id: info@euroasiaexportsltd.com
Website: www.euroasiaexportsltd.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Member,
Euro Asia Exports Limited
Plot No. 3-A, 1st Floor, BLK-X, Loha Mandi,
Naraina, Industrial Area, New Delhi-110028

CIN: L51909DL1981PLC012621

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Euro Asia Exports Limited (hereinafter referred as “the Company”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Management’s Responsibility for Secretarial Compliances

The Company’s Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Auditor’s Responsibility

Our responsibility is to express an opinion on the records, standards and procedures followed by the Company in respect of secretarial compliances.

We believe that audit evidence and information obtained from the Company’s management is adequate and appropriate for us to provide a basis for our opinion.

Opinion

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 and made available to us, according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); **Not Applicable on the company as company has not accepted/made any FDI, ODI or ECBs during the financial year**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 1992 ('SEBI Act');
 - (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Listing Obligations and Discourse Requirements) Regulations 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable as the Company did not issue any security during the Financial Year under review**
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999; **Not Applicable as the Company did not issue any ESOP or ESPS during the Financial Year under review**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the Company did not issue any debt security during the Financial Year under review**
 - (g) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share transfer Agent during the year under review**
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the Company has not delisted its Equity shares from any Stock Exchange during the financial year under review** and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable as the Company has not bought back any of its securities during the Financial Year under review**

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India (to the extent applicable).
- II. Presently, the Equity Listing Agreements entered into by the Company with Bombay Stock Exchange Limited. Further, earlier Company was listed on Delhi Stock Exchange and Jaipur Stock Exchange but such exchanges were disseminated by SEBI.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized

representatives during the conduct of Secretarial Audit we hereby report that in our opinion, the Company has during the financial year ended 31st March 2017 complied with the aforesaid laws. Material compliances are listed in the Annexure to this report.

We further report that, the Compliance by the Company abiding and adherence to applicable financial and taxation laws like direct taxation and indirect taxation laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditor and other designated professionals.

Based on the information received and records maintained by the Company, we further report that:

1. The composition of Board of Directors of the Company is duly constituted with proper quorum of Executive Directors, Non-Executive Directors and Independent Directors in respect of Board Meetings, General Body Meetings and Committee Meetings. No changes in the composition of the Board of Directors took place during the period under review.
2. Adequate notices were issued and given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent to them in advance. There is a system in place exists a system for Directors to seek and obtain further information and clarification on the agenda items in order to understand the gravity of the matters on critical issues for active participation in the meeting.
3. The minute book of the meetings are duly recorded and signed by the Chairman. The decisions of the Board Meetings and Committee Meetings were unanimous and no dissenting views have been recorded.

Based on the Compliance mechanism established by the Company and on the basis of the information provided by its officers, agents and authorized representatives of the Company, we are of the opinion that the management has:

- i. Adequate systems in place and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- ii. During the audit period there is no specific event/action in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the material affairs of the company.

**For Jain Akshi and Associates
Company Secretaries**

**SD/-
Akshi Jain
Proprietor
ACS: 32912
CP: 12109**

**Place: Delhi
Date: 29.08.2017**

ANNEXURE TO THE REPORT

In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, we report that the Company has, during the year under review, complied with the provisions of the Acts, the Rules made thereunder and the Memorandum and Articles of Association of the Company with regard to:-

1. Maintenance of various Statutory Registers and Documents and making necessary entries therein;
2. Forms, returns, documents and resolutions required to be filed with the Registrar of Companies, regional director, central government, Company Law Board or any other such authorities;
3. Service of documents by the Company to Stock Exchanges, Auditors and Registrar of Companies;
4. Constitution of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Share Transfer Committee & Risk Management Committee.
5. Appointment re-appointment and Extension of UV Asset Reconstruction Company Limited for acting as a Resolution Agent.
6. Appointment, re-appointment and Retirement of Directors and payment of remuneration to them.
7. Disclosure of interests and concern in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities by Directors;
8. Establishing a Vigil Mechanism and providing to complainants, if any, unhindered access to the Chairman of the Audit Committee;
9. Establishing a Risk Management Policy in terms of provision of Clause 49 of Listing Agreement & Regulation 17(9) of SEBI Listing Regulations (LODR) 2015& contemporary practices of good corporate governance;
10. Constituting a policy for prevention of Sexual Harassment of Women at workplace in terms of provision of Prevention, Prohibition and Redressal Act, 2013;
11. Constituting a Corporate Social Responsibility Committee in terms of provision of Companies Act, 2013 is not applicable to the Company;
12. Constituting a policy for prevention of documents in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

13. Constituting a Remuneration Policy for Directors, Key Managerial Personnel and Other Employees in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
14. Constituting a policy on Familiarization Programmes for Independent Directors in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
15. Constituting a policy on determination of materiality of events and dissemination of information in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
16. Constituting a policy on materiality of related party transactions and on dealing with Related Party Transactions in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
17. Constituting archival policy in respect items/ matters covered under regulation 30 in terms of provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
18. Appointment and fixation of remuneration of Statutory Auditor;
19. Appointment of Internal Auditor;
20. Notice of Meetings of Board and Committee thereof;
21. Report of the Board of Directors for the Financial Year ended 31st March 2016;
22. Closure of Register of Members;

**For Jain Akshi and Associates
Company Secretaries**

**SD/-
Akshi Jain
Proprietor
ACS: 32912
CP: 12109**

**Place: Delhi
Date: 29.08.2017**

ANNEXURE-II

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE, DEVELOPMENTS, OPPORTUNITIES & THREATS

Indian economy had started taking cues from Global Economy and recently witnessing slowing trends. This has made an impact on GDP growth of India and it is reducing since last couple of years.

The slowdown is leaving its impact on Domestic and International market. But India plays a major role in global apparel markets due to availability of abundant man power, raw material and infrastructural developments.

OPPORTUNITIES

The overall assessment of demand and market potential, projected on the basis of past trends and industry expectations, is expected to grow by more than 10%. Domestic consumption of fabric and textile products is increasing due to growing corporate salaries, earning capacity of individuals. India is home to 17% of world population. It is also one of the youngest countries in the world, with over 65% population below the age of 35years. In India, there are more than 30 crore middle class people with higher disposable income. The number is expected to be doubled in next 2 years, which will bring increasing demand for various consumer products by this segment of population

THREATS

Due to global meltdown, the consumers in the west have reduced their consumption of textile materials. The growing awareness about ecological factors has impacted exports from developing countries due to use of polluting dyes and environment damaging manufacturing practices. The availability of cheap labor in Bangladesh and Vietnam is also contributing to decline in exports of fabrics from India.

The post 2005 trade regime under World Trade Organization has resulted into the enhanced competition across the globe.

SEGMENTWISE or PRODUCT-WISE PERFORMANCE

Your company mainly operates in single product segment, within domestic market only. Now the management of your company has started trading activity in domestic market. The business is expected to grow in the coming years.

FUTURE OUTLOOK

In view of business inquiries received by the company, the outlook seems bright for business prospects of your company.

Your company has taken various initiatives for increase of business, product portfolio. Presently, we are doing business in domestic market but we are exploring possibilities of export of our products to the western countries, where we had been doing business about a decade ago. We are

also exploring the possibilities of leasing out an industrial unit on enhance our productivity and launching of quality products in the market.

STRENGTHS

Your company was one of the largest export houses to USSR before division of Soviet Union into number of small countries. In the coming years, we plan to start marketing of Indian goods in these countries. We do not foresee any difficulty in pushing the company's merchandise in these markets. We had a customer base in these markets for Indian products. We can leverage our capacities to procure products for these markets and other countries also.

RISK AND CONCERNS

Business is exposed to external and internal risks. Some risks can be predicted and minimized with careful planning and implementing the measures to mitigate them, while some risks cannot be insured against. Your company has been facing many risks including risk to run business due to shortage of working capital. The tight fund situation may affect company's plans to enlarge its business activities. Due to tight liquidity position, were not able to lay hands on talented people in the industry. The management of your company is planning to leverage their personal assets to raise funds for the company, to overcome this risk.

The domestic market is showing inflationary tendencies. To curb inflation, the Reserve Bank of India can tighten its monetary policy, which can affect company financial expenses. Fluctuation in value of foreign currencies can also affect export plans of the company.

HUMAN RESOURCES

The company is taking various initiatives to increase human resources for better productivity. To save on costs, the company is appointing non-experienced staff and taking initiatives for internal training and development of skills. This will help in enhancing their emotional and intellectual engagement with the company.

INTERNAL CONTROL SYSTEM AND ADEQUACIES

Your company had started its business from scratch. To grow it faster, the integrity and ethical behavior of management and employees at all levels and compliance of the laws and regulations is very essential. The systems are being put in place to ensure adequate internal controls in operations of the company. Apart from statutory audit, your company has adequate in-house internal audit practices.

FORWARD LOOKING STATEMENT

Statements in this report on Management Discussion and Analysis, describing the company's objectives, projections, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future vents. Actual results could, however, differ materially from those expressed or implied. Domestic consumption, price trends, change in government regulations and tax structure can make a difference in company's performance in future.

The company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Good corporate Governance aims at enhancing shareholder's value on sustainable basis. It is a reflection of the company's culture, policies, relationship with stakeholders, commitment to values and ethical business conduct.

The Company's philosophy on corporate governance is based on the principle of integrity, fairness, equity, transparency, accountability and commitment to values. The Company is committed to meet the expectations of stakeholders as a responsible corporate citizen.

Corporate Governance is an integral part of the Company in its pursuit of excellence, growth and value creation. The Company complies with all statutory and regulatory requirements on corporate governance and has constituted the requisite committees to look into issues of financial reporting, investor grievance and executive remuneration.

The Company has adopted various codes and policies to carry out its duties in an ethical

I manner. Some of these codes and policies are:

- Code of Business conduct and Ethics
- Familiarisation Programmes for Independent Directors
- Policy on Website Archival
- Vigil Mechanism and Whistle Blower Policy
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- Code of Conduct to Regulate, Monitor and Report Trading by Insiders.
- Policy on Preservation of Documents
- Policy for determination of Materiality of Events and Information
- Risk Management Policy

II. BOARD OF DIRECTORS:

(A) Composition of Board

The Present Board of Directors of the Company comprises Six Directors consisting all Non-executive Directors.

(B) Other provisions as to Board and Committee

The details of the other directorship of the Board and their attendance at the Board

meetings held during the year, i.e. between April 1, 2016 to March 31, 2017 is given in the following table:

Name	Category	Board meeting Attended during the Year	Attendance at last AGM	No. of Directorship In other Companies *	No. of Committee position held **	
					Chair	Membe
Mr. Sunil Kumar Sharma	Promoter- Non Executive	1	No	-	-	-
Mr. Bhim Sain Goyal	Non- Executive Independent	1	No	6	-	3
Mr. Gagan Goel	Non-Executive Independent	5	Yes	1	3	3
Ms. Nidhi Maheshwari	Non- Executive Independent	5	Yes	-	-	3
Mr. Rakesh Kumar	Non-Executive	5	Yes	-	-	-
Ms. Shweta Gupta	Non- Executive	1	NA	1	-	-

*Exclusive of the Directorship in Private Limited Companies, Non-Corporate Institutions, foreign Companies and Section 8 Companies.

** Includes Audit Committee and the Shareholders'/Investors' Grievance Committee only.

Ms. Shweta Gupta Appointed as Additional Director w.e.f. February 07, 2017.

None of the Directors are inter se, related to any other Director on the Board.

The Board periodically reviews Compliance reports of all laws applicable to the Company and has put in place procedure to review steps taken by the Company to rectify the instances of non-compliances, if any.

(C) Number of Board Meetings held and dates:

During the financial year 2016-7 the Board of Directors met Five (5) times. The dates of the meetings are :

❖ 30.05.2016	3
❖ 16.06.2016	4
❖ 04.08.216	4
❖ 11.10.2016	4
❖ 11.11.2016	4
❖ 07.02.2017	4

Number of Independent Director's Meetings held and dates:-

During the Financial year 2016-2017, Independent Directors met One (1) time on

07.02.2017

(D) Information supplied to the Board:

The Board has complete access to all information with the Company. The information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes:

- Business/Operating Plans,
- Quarterly, Half yearly and yearly results of the Company
- Minutes of the Meetings of audit Committees and other Committees of the Board.

The Board periodically reviews compliance of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances if any.

(E) Familiarisation programmes for Board Members

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are presented at Board and Board Committees.

The details of such familiarization programmers for Independent Directors are posted on the website of the Company and can be accessed at <http://www.euroasiaexportsltd.com/pdf/fpfid.pdf>

(F) Code of conduct:

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e., <http://www.euroasiaexportsltd.com/investors.html>. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2017. A declaration signed by the Chief Executive Officer (CEO) to this effect is attached as Annexure A to the Corporate Governance Report in the Annual Report.

(G) Listing Agreement

The Securities and exchange Board of India (SEBI), On September 2, 2015, issued SEBI (Listing Obligation and disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the listing Agreement for different segments of Capital markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly, all listed entities were required to enter into the listing agreement within six months from the effective date. Hence Company entered into Listing Agreement with BSE Limited.

iii. COMMITTEE

A) AUDITCOMMITTEE:

a) Qualified & Independent Audit Committee

The Audit Committee is functioning as under:

- At present the committee comprises of the following Non-Executive Independent Directors as members of the committee:
 1. Mr. Gagan Goel-Chairman
 2. Mr. Bhim Sain Goyal
 3. Ms. Nidhi Maheshwari
- All the members of the committee are financially literate.
- The terms of reference of the committee have been revised in conformity with the provisions of section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.
- The Company Secretary of the Company acted as the Secretary to the Audit Committee.

b) Meetings of Audit Committee

During the year, four meetings of the Audit Committee were held on as follows:

Dates of Meeting	Members Present
❖ 30.05.2016	3
❖ 04.08.2016	3
❖ 11.11.2016	2
❖ 07.02.2017	2

c) Responsibilities of the Audit Committee

The Audit Committee reports to the Board and is primarily responsible for:

- a. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b. Recommending to the Board, the appointment, re-appointment, the replacement or removal of the Auditor (financial) and fixing of audit fees.
- c. Approval of payment to Auditors (financial) for any other services rendered by them.
- d. Reviewing, with the management, the annual financial statements and auditor's and director's report thereon before submission to the Board for approval, with particular reference to:
 - x Matters required to be included in the Director's Responsibility Statement to be included in the director's report in accordance with clause (c) of sub-section 3 of section 134 of the Companies Act, 2013; Changes, if any, in accounting policies and practices and reasons for the same;
 - x Major accounting entries involving estimates based on the exercise of judgment by management;
 - x Significant adjustments made in the financial statements arising out of audit

findings;

x Compliance with listing and other legal requirements relating to financial statements;

x

Disclosure of any related party transactions and review, and approve any transactions with related parties;

x Dealing with qualifications in the draft audit report;

x Review management letters / letters of internal control weaknesses issued by the Auditors;

Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

Review and monitor the auditor's independence and performance, and effectiveness of audit process.

Scrutiny of inter-corporate loans and investments.

Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

To review the functioning of the Whistle Blower mechanism.

Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

B) NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee recommends remunerations, promotions, increments and considers the appointment of Executives Directors as and when required.

At present the Nomination and Remuneration Committee of the Company comprises of the following Directors as members of the Committee:

1. Mr. Gagan Goel-Chairman

2. Mr. Bhim Sain Goyal

3. Ms. Nidhi Maheshwari

* The company is not paying any Remuneration to the Directors.

Meetings of Nomination and Remuneration Committee

During the year, one meeting of the Nomination and Remuneration Committee was held as follows:

Dates Nomination and Remuneration Meeting

❖ 11.10.2016 3

❖ 11.11.2016 2

The Nomination and Remuneration Committee is primarily responsible to:

- i. Identify potential candidates to become Board Members.
- ii. Recommending nominees to various Committees of the Board.
- iii. Recommending remuneration for non-Executive/Independent Directors.
- iv. Ensuring that appropriate procedures are in place to assess Board's effectiveness.
- v. Developing an annual evaluation process of the Board and its Committees.
- vi. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel etc.
- vii. Formulation of criteria for evaluation of Independent Directors and the Board;
- viii. Assist the Board in ensuring that affordable, fair and effective compensation philosophy and policies are implemented;
- ix. Any other matter referred to the Nomination and Remuneration Committee by the Board of Directors of the Company.

C) STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board had delegated the power to consider and resolve grievance of security holders of the company to Stakeholders Relationship Committee.

The presently comprises of three Directors as members of the Committee:

Mr. Gagan Goel-Chairman

Mr. Bhim Sain Goyal

Ms. Nidhi Maheshwari

Meetings of Stakeholders Relationship Committee

During the year, three meetings of the Stakeholders Relationship Committee were held as follows:

Dates for meetings of Stakeholders Relationship Committee

❖ 30.05.2016	3
❖ 04.08.2016	3
❖ 11.11.2016	2

Terms of Reference of the Committee, inter alia, includes the following:

- To redress the investor complaints like non-receipt of balance sheet, non-receipt of declared dividends, non receipt of share certificates, sub-division, consolidation, approval and issue of duplicate share certificates etc;

- To affix or authorize fixation of the common seal of the Company to the share certificates of the Company;
- To do all such acts, things or deeds as may be necessary or incidental to redress the investor complaints and
- To oversee performance of the Registrar and Transfer agents of the Company and recommends measure for overall improvement in the quality of investor service.

Investor Grievance Redressal

Securities and Exchange Board of India (SEBI) administers a centralized web based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website www.scores.gov.in. It also enables the market intermediaries and listed companies to receive the Complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavors to resolve all investor complain received through SCORES.

Compliance Officer

Ms. **Shanu Srivastva** is the Compliance officer for complying with requirements of Securities Laws and Listing Regulations of SEBI.

Meetings of Board Committees held during the year and Directors' attendance

Board Committees	Audit Committee	Nomination and Remuneration	Stakeholders' Relationship
Meetings held	4	2	
Mr. Gagan Goel	4	2	3
Mr. BhimSainGoyal	1	1	1
Ms. Nidhi Maheshwari	4	2	3

- N.A. – Not attended

IV. MEANS OF COMMUNICATION

The Company has been sending physical copies of the Annual Reports, notices and other communications through the prescribed modes of postage. However, in case where email id of a shareholder is registered, such communications are sent to the registered email id of the Shareholders.

The Quarterly, Annual Results of the Company as per the statutory requirement under Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation,

2015 are generally published in the Business Standard (English and Hindi Newspaper) and are sent to the Stock Exchanges.

The quarterly and Annual Results along with additional information are also posted on the website of the Company www.euroasiaexportsltd.com

Official News Releases and Presentations made to Institutional Investors or to the analysts are also displayed on the website of the Company.

V. **DISCLOSURES**

(A) **Related Party Transaction:**

The Company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives etc that may have any potential conflict of interest with the company.

Web Link for Policy on Related Party Transaction-
<http://www.euroasiaexportsltd.com/pdf/policy-on-rpt.pdf>

(B) **Disclosure of Accounting Treatment**

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

(C) **Risk Management**

In terms of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 & contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

(D) **Whistle Blower Policy**

The Company has adopted a Vigil Mechanism and Whistle-Blower Policy for directors and employees to report genuine concerns or wrong doings. This Policy has also been posted on the website of the Company <http://www.euroasiaexportsltd.com/pdf/whistle-blower-policy.pdf>

(E) The Company has complied with the mandatory requirements of the Listing Regulations.

VI. **REPORT ON CORPORATE GOVERNANCE**

Regulation 15 read with Regulation 27 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from December, 2015, the company was not required to submit quarterly compliance report under the said regulations.

VII. **COMPLIANCE**

The other information for the benefit of the shareholders is as under:

(i) General Body Meetings:

Details of Location, Date and Time of Annual General Meetings held during last three years are given below:

Particulars	Time	Dated on which held	Venue
35 th A.G.M	2:30 PM	25th July, 2016	404, IVth Floor, Pearl Business Park, NSP, Pitampura, New Delhi-110034
34 th A.G.M	2:30 PM	30th November, 2015	404, IVth Floor, Pearl Business Park, NSP, Pitampura, New Delhi-
33 rd A.G.M	04.00 PM	29 th September, 2014	100/28, Keshav Tower, Rajapur, Rohini, Sector -9 Delhi-110085

(ii) General shareholder information

a) **Annual General Meeting**

Day & Date: Tuesday,
September 26, 2017

Time:

3.00P

M

Venue: Hotel City Park Airport 49/2/1, NH-8 near Toll Plaza,
Kapashera New Delhi - 110037

b) **Financial Year**

April 1, 2017 to March 31, 2018

Financial Calendar (Tentative):

Next Annual General Meeting: September 2018

- Unaudited results for the quarter ended June 2017: End July 2017
- Unaudited results for the quarter/half year ended September 2017: End October 2017
- Unaudited results for the quarter ended December 2017: End January 2018
- Un-audited results for the quarter ended March 2018: End April 2018
- Audited Results for the Year ending March 2018: May 2018
- Tentative Calendars for declaration of results for the Financial Year 2016-17 is given below:

Results for the quarter ending	Date of Declaration (on or before)
June 30, 2016	August 14, 2016
September 30, 2016	November 14, 2016
December 31, 2016	February 14, 2017
March 31, 2017	Unaudited Financials for the last quarter on or before May 15, 2017 and Audited Annual Financial for the FY 2016-17 on or before May 30, 2017

Annual General Meeting	September 30, 2017
------------------------	--------------------

Dividend Payment date

The Board of Directors has not recommended any dividend on equity shares for the financial year ended March 31, 2017.

Name of the Stock Exchanges on which the equity shares of the Company are listed

Bombay Stock Exchange

The Company has paid the annual listing fees to the aforesaid Stock Exchanges for 2016-17 within the stipulated time period.

c) **Security Code:**530929

Dates of Book Closure: The share transfer books and register of members of the Company shall remain closed from 21th September, 2017 to 26th September, 2017 (both days inclusive).

Dividend Payment date: No Dividend is declared during the year.

Outstanding GDRs/ADRs/ and Convertible Bonds, Conversion

1. The Company has not issued any ADRs/GDRs during the year under review.
2. There is no outstanding GDRs/ADRs and Convertible Bonds.
3. There is no Employees Stock Options

Corporate Identity Number ('CIN'):

The Company's Corporate Identity Number (CIN) allotted by Ministry of Corporate Affairs, Government of India is "L51909DL1981PLC012621". The registered office of the Company is situated in Cuttack, Orissa.

Share Price:

The Share price of the Company as on date is Rs. 8.50.

Dematerialization of shares:

The Company's shares are admitted into both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 524600 No. of shares held in dematerialized form with CDSL.

Compliance Officer:

Ms. Shanu Srivastava is the Compliance officer for complying with requirements of Securities Laws and Listing Regulations of SEBI.

REGISTRAR & SHARE TRANSFER AGENTS:

In compliance with the SEBI guide lines the Company has appointed M/s. **Skyline Financial Services Pvt. Ltd.** as RTA (Registered Transfer Agent) to look after the share transfer, transmission, transposition, issuance of duplicate share certificate, share de-materialization / re-materialization etc. independently under the supervision and control of the Shareholders'/Investors' Grievance Committee.

Phone No.: +91-9999852652,

E-mail: info@skylinerta.com

d) Share Transfer System

Share transfers in physical form are registered and returned within the stipulated time, if documents are complete in all respects.

Other details are as under:	
Approximate time taken for share transfer if the Documents are clear in	15 Days
Total No. of shares dematerialized as on March 31, 2017	524600
Total No. of Shares in physical form	1044200
Total No. of shares transferred in physical form During 2016-	0
Number of Shares pending / Rejection for Transfer as on March	Nil

System of Share Transfer: The aforementioned RTA has its own infrastructure commensurate with the work undertaken and is manned by skilled and trained staff.

e) Distribution of shareholding as on 31.03.2017:

Nominal Value of Each Share: Rs. 10.00

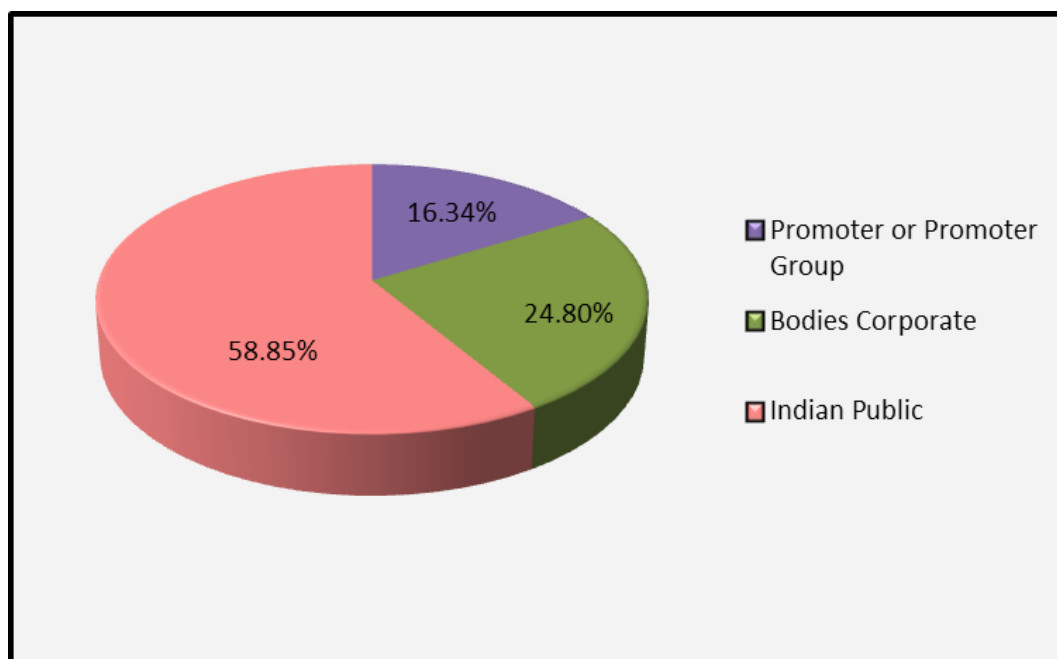
Shareholding Of nominal	Shares Holders Numbers	Amount
-------------------------	------------------------	--------

Rs.	Number	% of Total	Rs.	% to Total
Upto-5000	274	39.71	1030000	6.57
5000-10000	269	38.99	2096000	13.36
10001-20000	70	10.14	1093000	6.97
20001-30000	23	3.33	582000	3.71
30001-40000	6	0.87	228000	1.45
40001-50000	13	1.88	595000	3.79
50001-100000	11	1.59	863000	5.5
100001 and	24	3.48	9201000	58.65
Total	690	100.00	1,56,88,	100.00

K) Shareholding pattern as on 31st March 2017:

Shareholders Category	Number of Shares	Per cent
(A) Promoter and Promoter Group		
(1) Indian Promoters:		
- Individual/HUF	256400	16.34
- BodiesCorporate	Nil	Nil
(2) Foreign Promoters:	Nil	Nil
Total Shareholding (A)	256400	16.34
(B) Public Shareholding		
(1) Institutions:		
Mutual Funds/UTI	Nil	Nil
(2) Non-Institutions:		
Bodies Corporate	396500	25.28
Individuals	745700	47.53
NRIs/OCBs	-	
Indian Resident HUF	168900	10.77
Others (Clearing Members)	1300	0.08
Sub Total	1312400	83.66
Total Shareholding (B)	1312400	83.66
Total (A+B)	1568800	100

l) Graphic presentation of the Shareholding Pattern as on March 31,2017



Address for correspondence:

**Registered Office Address
Officer**

Compliance

Euro Asia Exports Limited Ms. Shanu Srivastav

Plot No. 3-A, I st Floor BLK – X Loha Mndi Plot No. 3-A
Ist Floor, BLK-X

Naraina Industrial Area, NEW DELHI Naraina Industrial
Area ,NewDelhi-110034 110034

Tel: +91- 011-47055518 Tel: +91- 011-47055518

CERTIFICATE ON CORPORATE GOVERNANCE
ANNEXURE-IV

TO THE MEMBERS OF EURO ASIA EXPORTS LTD

1. We have reviewed the implementation of the corporate governance procedures by Euro Asia Exports Limited (the Company) during the year ended March 31, 2017, with the relevant records and documents maintained by the Company, furnished to us for our review and report on Corporate Governance, as approved by the Board of Directors.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.
3. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. On the basis of our review and according to the best of our information and according to the explanations given to us, the Company has been complying with the conditions of Corporate Governance, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2016-17.

For Jain Akshi & Associates
Practicing Company Secretary

SD/-

(Akshi Jain)

Place: New Delhi

M.NO. 32912

Date: 29.08.2017

CP NO. 12109

ANNEXURE V

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1	CIN	L51909DL1981PLC012621
2	Registration Date	10-11-1981
3	Name of the Company	EURO ASIA EXPORTS LIMITED
4	Category/Sub-category of the Company	Company limited by shares
5	Address of the Registered office & contact details	Plot No. 3-A, 1st Floor, Blk-X Loha Mandi, Naraina Industrial Area New Delhi - 110028
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Skyline Financial Services Private Limited D-153/A, 1st Floor Okhla Industrial Area Phase-I, New Delhi – 110020 011-64732681 contact@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Trading of Clothes and fabric	4771	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/ G LN	Holding/ Subsidiaries/ Associate	% of shares held	Applicable Section
1.	-	-	NIL	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/	-	256400	256400	16.34	-	256400	256400	16.34	-
b) Central	-	-	-	-	-	-	-	-	-
c) State	-	-	-	-	-	-	-	-	-
d) Bodies	-	-	-	-	-	-	-	-	-
e) Banks /	-	-	-	-	-	-	-	-	-
f) Any	-	-	-	-	-	-	-	-	-
Sub-total (A)	-	256400	256400	16.34	-	256400	256400	16.34	-
(2)									
(a) NRIs	-	-	-	-	-	-	-	-	-
(b) Other	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	-	-	-	-	-	-	-	-	-
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any	-	-	-	-	-	-	-	-	-
Sub - total (A) (2):-	-	-	-	-	-	-	-	-	-

Total shareholding of Promoter (A) = (A)(1) + (A)(2)	-	256400	256400	16.34	-	256400	256400	16.34	-
B. Public Shareholding									
1. Institutions									
a) Mutual	-	-	-	-	-	-	-	-	-
b) Banks /	-	-	-	-	-	-	-	-	-
c) Central	-	-	-	-	-	-	-	-	-
d) State	-	-	-	-	-	-	-	-	-
e) Venture Capital	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institution									
a) Bodies Corp.									
i) Indian	-	389100	389100	24.81	-	396500	396500	25.28	0.47
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									

i) Individual shareholders holding nominal share capital up to Rs.1lakh	800	571700	572500	36.49	25200	568700	593900	37.85	1.35
ii) Individual shareholders holding nominal share capital in holding excess of Rs 1 lakh	99400	82900	182300	11.66	98900	52900	151800	9.71	-1.95
c) Others (specify) 1.HUF 2. Clearing members	-	168500	168500	10.74	-	170200	170200	10.86	0.13
Sub-total(B)(2):-	100200	1212200	1312400	83.66	124100	1188300	1312400	83.66	0-
Total Public Shareholding (B)=(B)(1)+(B)(2)	100200	1212200	1312400	83.66	124100	1188300	1312400	83.66	-
C. Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	100200	1468600	1568800	100.00	124100	1444700	1568800	100.00	-

(ii) Shareholding of Promoter:-

Sr. No.	Shareholder's Name	Shareholding At The Beginning Of The Year	Shareholding At The End Of The Year	%
---------	--------------------	---	-------------------------------------	---

		No. Of Shares	% Of Total Shares Of The Company	%Of Shares Pledged / Encumbered To Total Shares	No. Of Shares	% Of Total Shares Of The Company	%Of Shares Pledged / Encumbered To Total Shares	Change In Shareholding During The Year
1	Gopal Roai	2500	0.16	0	2500	0.16	0	0
2	Amar Singh	2500	0.16	0	2500	0.16	0	0
3	K C Gosain	7500	0.48	0	7500	0.48	0	0
4	S P Chopra	13500	0.86	0	13500	0.86	0	0
5	Naresh K Chibba	13500	0.86	0	13500	0.86	0	0
6	Rajan K Chibba	13500	0.86	0	13500	0.86	0	0
7	Anil K Sharma	14500	0.92	0	14500	0.92	0	0
8	Sunil K Sharma	188900	12.04	0	188900	12.04	0	0
	TOTAL	256400	16.34	0	256400	16.34	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There was no change in the Promoter's shareholding during the Financial Year 2016-17.

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March 2017:

Sr. No.	Name of Shareholder	Shareholding during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Multiplex Fincap Ltd.				
	At the beginning of the	195000	12.43	195000	12.43

	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	0	0	195000	12.43
	At the end of the year	195000	12.43	195000	12.43
	Parveen Aggarwal				
	At the beginning of the	168500	10.74	168500	10.74
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for	0	0	168500	10.74
	At the end of the year	168500	10.74	168500	10.74
3	Delhi Inter exports Pvt.				
	At the beginning of the	40000	2.55	40000	2.55
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	0	0	40000	2.55
	At the end of the year	40000	2.55	40000	2.55
4	Sahil Fin Ser Ltd.				
	At the beginning of the	36800	2.35	36800	2.35
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	0	0	36800	2.35
	At the end of the year	36800	2.35	36800	2.35
5	Keshav Shares & Stocks				
	At the beginning of the	27900	1.78	27900	1.78
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	0	0	27900	1.78
	At the end of the year	27900	1.78	27900	1.78
6	Meena Aggarwal				
	At the beginning of the	22900	1.46	22900	1.46

	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	0	0	22900	1.46
	At the end of the year	22900	1.46	22900	1.46
7	Satyendra Singh Rawat				
	At the beginning of the	0	0	0	0
	Purchase 1000 shares as on dated 19.08.2016	1000	0.06	1000	0.06
	Purchase 2000 shares as on dated 26.08.2016	2000	0.12	3000	0.19
	Purchase 500 shares as on dated 02.09.2016	500	0.03	3500	0.22
	Purchase 500 shares as on dated 09.09.2016	500	0.03	4000	0.25
	Sale 100 shares as on dated 28.10.2016	100	0.006	3900	0.24
	Sale 100 shares as on dated	600	0.03	3300	0.21
	Purchase 15000 shares as on dated 16.12.2016	15000	0.96	18300	1.16
	Sale 800 shares as on dated	800	0.05	17500	1.11
	Sale 100 shares as on dated	100	0.006	17400	1.10
	Purchase 15000 shares as on dated 13.01.2017	400	0.02	17800	1.13
	At the end of the year	17800	1.13	17800	1.13
8	Kapil Verma				
	At the beginning of the	15000	.96	15000	.96
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease	0	0	15000	.96
	At the end of the year	15000	.96	15000	.96
9	Rishi Pal				
	At the beginning of the	15000	.96	15000	.96
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease			15000	.96
	At the end of the year	15000	.96	15000	.96
10	Satya Prakash Sharma				
	At the beginning of the	15000	.96	15000	.96

Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease	0	0	15000	.96
At the end of the year	15000	.96	15000	.96

(V) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of share	% of total shares of the company	No. of share	% of total shares of the company
1	Sunil K Sharma	188900	12.04	188900	12.04
	At the beginning of the year	-	-	-	-
	Bought during the year	-	-	-	-
	Sold during the year	18890	12.0	18890	12.0
	At the end of the year	0	4	0	4

(VI) INDEBTEDNESS-

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		1,339,573.00	-	1,33,573.00
ii) Interest due but not paid	-			
iii) Interest accrued but not due				
Total (i+ii+iii)	-	1,339,573.00	-	1,33,573.00
Change in Indebtedness during the financial year				
• Addition			-	
• Reduction		1,339,573.00		(1,339,573.00)
Net Change	-	(1,339,573.00)	-	(1,339,573.00)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

(VII) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- A Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL
B Remuneration to other directors: NIL
C Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel					Total
		CEO	CS			CFO	
			Ruchika	Pinky	Kapil		
1	Gross salary	NIL	218,000	225,000	53,677	34,264	530,941
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL		-		-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL		-		-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL		-		-	-
2	Stock Option	NIL		-		-	-
3	Sweat Equity	NIL		-		-	-
4	Commission	NIL		-		-	-
	- as % of profit	NIL		-		-	-
	others, specify...	NIL		-		-	-

5	Others, please specify	NIL		-		-	-
	Total	NIL		496,677		34,264	530,941

(VIII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For and on behalf of the Board of Directors of
Euro Asia Exports Limited**

SD/-

SD/-

Gagan Goel`
Director

Rakesh Kumar Singal
Director

DIN: 07166489

DIN: 06595136

**Address: H No-705 Saraswati Vihar,
56, Gurgaon 122002**

Address: D-50, Sushant Lok II

Gurgaon 122001

Place: NewDelHi
Date: 29.08.2017

Telephone: +91- 011-47055518
Email id: info@euroasiaexportsltd.com

Website: www.euroasiaexportsltd.com

CEO AND CFO CERTIFICATION:

This is to certify that:

CEO and CFO Certification

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or volative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
- (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For and on behalf of the Board of Directors of
Euro Asia Exports Limited

Shyam Sunder
Chief Financial Officer

SD/-
Gagan Goel`
Director

SD/-
Rakesh Kumar Singal
Director

DIN: 07166489

DIN: 06595136

Address: H No-705 Saraswati Vihar,

Address: D-50, Sushant Lok II

Sector-

Gurgaon 122001

56, Gurgaon 122002

Place: New Delhi
Date: 29.08.2017

ANNEXURE- B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We were engaged to audit the internal financial controls over financial reporting of Euro Asia Exports Limited as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my/our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide

reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VBR & Associates

Chartered Accountants

SD/-

Vijay Bansal

(Partner)

Membership No. 88744

Firm's Registration No. 013174N

Place: Delhi

Date: 23.05.2017

EURO ASIA EXPORTS LTD

BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	NOTE NO.	AS AT 31.03.2017 AMOUNT (RS.)	AS AT 31.03.2016 AMOUNT (RS.)
I. EQUITY AND LIABILITIES			
1 <u>Shareholders' Funds</u>			
Share Capital	3	2,38,03,500	2,38,03,500
Reserve & Surplus	4	(1,97,29,734)	(1,99,32,176)
2 <u>Non Current Liabilities</u>			
Long Term Borrowings		-	-
3 <u>Current Liabilities</u>			
Short Term Borrowing	5	-	13,39,573
Trade Payable	6	29,43,137	66,55,365
Other Current Liabilities	7	2,96,171	1,59,327
Short Term Provisions	8	90,528	69,271

Total		74,03,602	1,20,94,860
II. ASSETS			
1 <u>Non-current Assets</u>			
<u>Fixed Assets</u>			
Tangible Assets			
	9	1,369	1,369
2 <u>Current Assets</u>			
Inventories	10	2,308	10,49,136
Trade Receivables	11	34,34,228	60,09,014
Cash and Cash Equivalents	12	33,905	18,27,705
Short-Term Loans and Advances	13	15,14,152	11,68,725
Other Current Assets	14	24,17,640	20,38,911
Total		74,03,602	1,20,94,860
Significant Accounting Policies			
Notes on Financial Statements	1 to 2		
As per our Report of Even Date			For and on behalf of Board of Directors of
			Euro Asia Exports Limited
For VBR & Associates			

Chartered Accountants

FRN: 013174N

Vijay Bansal

Partner

M.No. 088744

Gagan Goel

DIRECTOR

DIN: 07166489

**Rakesh Kumar
Singal**

DIRECTOR

DIN: 06595136

Date: 23.05.2017

Place: New Delhi

Shyam Sunder

(Chief Financial Officer)

EURO ASIA EXPORTS LTD

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2017

PARTICULARS	Refer Note No	CURRENT YEAR 31.03.2017 AMOUNT (RS.)	PREVIOUS YEAR 31.03.2016 AMOUNT (RS.)
<u>Revenue</u>			
Revenue From Operations	15	96,81,795	91,50,571
Other Income	16	-	1,14,485
Total Revenue		96,81,795	92,65,056
<u>Expenses</u>			
Operating Expenses	17	72,27,387	80,17,181
Change in inventories	18	10,46,828	(4,31,972)
Employee Benefits Expenses	19	5,33,596	5,27,880
Other Expenses	20	5,81,014	9,27,790
Depreciation	9	-	-
Total Expenses		93,88,824	90,40,879

Profit before exceptional and extraordinary items and tax	2,92,970	2,24,177
Extra-ordinary items(ESI Penalty of earlier years)	-	-
Profit for the year before tax	2,92,970	2,24,177
Tax Expense:		
Current Income Tax	90,528	69,271
Profit for the period	2,02,443	1,54,907
<u>Earning Per Share:</u>		
Basic	0.13	0.10
Diluted	0.13	0.10

Significant Accounting Policies

Notes on Financial Statements 1 to 2

As per our Report of Even Date

For and on behalf of Board of Directors of

Euro Asia Exports Limited

For VBR & Associates

Chartered Accountants

FRN: 013174N

Vijay Bansal

Partner

M.No. 088744

Date: 23.05.2017

Place: New Delhi

Gagan Goel

DIRECTOR

DIN: 07166489

Shyam Sunder

(Chief Financial Officer)

**Rakesh Kumar
Singal**

DIRECTOR

DIN: 06595136

EURO ASIA EXPORTS LTD

Cash Flow Statement for the year ended March 31, 2017

Particulars	As at 31.03.2017	As at 31.03.2016
	(Rs.)	(Rs.)
A. Cash Flow from operating activities		
Net profit before tax and extraordinary items	2,92,970	2,24,177
Add: Adjustment for Depreciation	0	0
ESI Penalty of earlier years	0	0
	<hr/> 2,92,970	<hr/> 2,24,177
Operating profit before working capital changes		
Adjustment for		
Trade & other payable	-35,75,384	11,81,780
Trade & other Receivables	21,96,057	-5,724
Inventories	10,46,828	-4,31,972
Direct Tax Debited	-69271	-69,271
Net Cash from operating activities	<hr/> -4,01,770	<hr/> 6,74,813
B. Cash flow from investing activities		
Purchase of Fixed Assets	0	0
Purchase of Investment	0	0
Net cash used	<hr/> 0	<hr/> 0
C. Cash Flow from financing activities		

Proceeds from issue of share capital	-	-
Proceeds from Share Forfeiture	-	-
Proceeds from short term borrowings	-1685000	879573
Proceeds from long term borrowings		
Net cash used in financial Activities	<u>-16,85,000</u>	<u>8,79,573</u>
Net Increase in cash (A+B+C)	-17,93,799	17,78,563
Cash & Cash Equivalents (Opening balance)	18,27,705	49,142
Cash & Cash Equivalents (Closing balance)	33,906	18,27,705

As per our Report of Even Date

For VBR & Associates

Chartered Accountants

FRN: 013174N

Vijay Bansal

Partner

M.No. 088744

For and on behalf of Board of Directors of

Euro Asia Exports Ltd

Gagan Goel

Director

DIN: 07166489

Rakesh Kumar Singal

Director

DIN: 06595136

Date: 23.05.2017

Place: New Delhi

Shyam Sunder

(Chief Financial Officer)

EURO ASIA EXPORTS LIMITED

[All amounts in Indian Rupees, except share data including share price, unless otherwise stated]

Note 1 Nature of Operations

Euro Asia Exports Limited ('the Company') was incorporated at National Capital Territory of Delhi and Haryana on November 10, 1981 to carry on in India or abroad the business of trading and exports in various items.

Note 2 Statements of Significant Accounting Policies:

a) Basis of preparation

The financial statements have been prepared to comply in all material respects with the Notified accounting standard by Companies (Accounting Standards) Rules, 2006, (as amended) and there Levant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on accrual basis.

b) Use of estimates

The preparation off financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

d) Interest

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

e) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses ,if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent

they relate to the period till such assets are ready to be put touse.

f) **Impairment**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

g) **Income Taxes**

Tax expense comprises of current & deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the period.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized Provisions.

h) **Provisions**

A provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

i) **Cash and Cash equivalents**

Cash and Cash equivalents in the Balance Sheet comprises cash at bank and in hand and short term investments with an original maturity of three months or less.

14. **Payments to Auditors (on accrual basis)**

Particulars	Period ended March 31, 2017
Audit Fees	25000
Service Tax and audit fees	3750
Total	28750

15. **Related Party**

Names of related parties

Key Managerial Personnel

Mr. Sunil Kumar Sharma

Mr. Shanu Srivastava

16. Earnings per Share:

The calculations of earning per share are based on the profit and number of shares as computed below:

Particulars	Period ended March 31, 2017
Net Profit for calculation of basic EPS	202443
Net Profit for calculation of diluted EPS	202443
Weighted average number of equity share in calculating basic EPS	1568800
Weighted average number of equity shares in calculating diluted EPS	1568800
Basic EPS	0.13
Diluted EPS	0.13

17. Details of Specified Bank Notes (SBN)

Particulars	SBN	Other Denomination Notes	Total
Closing Cash in hand as on November 8, 2016	0	64196	64196
Add: Permitted receipts	0	0	0
Less: Permitted payments	0	15914	15914
Less: Amount deposited in Banks	0	0	0
Closing Cash in Hand as on December 30,2016	0	0	48282

18. The previous year figures have also been re-grouped or re – arranged according to revised Schedule VI of the Companies Act wherever deem necessary to make Them comparable with current year figures.

EURO ASIA EXPORTS LTD

NOTES TO BALANCE SHEET AS AT 31ST MARCH,2017

	As at 31.03.2017		As at 31.03.2016	
<u>NOTE.3.SHARE CAPITAL</u>	Number	Amount (Rs.)	Number	Amount (Rs.)
-				
<u>Authorised</u>				
Equity Shares of Rs. 10 each	35,00,000	3,50,00,000	35,00,000	3,50,00,000
<u>Issued</u>				
Equity Shares of Rs. 10 each	15,68,800	1,56,88,000	15,68,800	1,56,88,000
<u>Subscribed and Paid up</u>				
Equity Shares of Rs. 10 each	15,68,800	1,56,88,000	15,68,800	1,56,88,000
Forfieted Shares	-	81,15,500		81,15,500
	15,68,800	2,38,03,500	15,68,800	2,38,03,500

Reconciliation of No. of Shares outstanding as at 31.03.2016 and 31.03.2017

Particulars	Equity Shares	
	Number	Amount (Rs.)
Shares Outstanding at the Beginning of the Year	15,68,800	1,56,88,000
Shares Issued during the Year	-	-
Shares Bought Back during the Year	-	-
Shares Outstanding at the End of the Year	15,68,800	1,56,88,000

Details of Share Holders Holding more than 5% Shares

Name of Shareholders	As at 31.03.2017		As at 31.03.2016	
	Number	Percentage	Number	Percentage
Sunil K Sharma	1,88,900	12.04	1,88,900	12.04

Multiplex FIncap Limited	1,95,000	12.43	1,95,000	12.43
Praveen Aggrawal(HUF)	1,68,500	10.74	1,68,500	10.74

	As At 31.03.2017 Amount (Rs.)	As At 31.03.2016 Amount (Rs.)
--	-------------------------------------	-------------------------------------

NOTE -4 RESERVES AND SURPLUS

Surplus

Opeining Balance	(1,99,32,175.93)	(2,00,87,082.00)
(+) Net Profit / (Net loss) For the current year	2,02,442.14	1,54,906.07
Closing Balance	-1,97,29,733.79	-1,99,32,175.93

NOTE - 5 SHORT TERM BORROWING

Unsecured Loan	0.00	13,39,573.00
Total	0.00	13,39,573.00

NOTE - 6 TRADE PAYABLE

Trade Creditors	29,43,137.32	66,55,365.00
Total	29,43,137.32	66,55,365.00

NOTE - 7 OTHER CURRENT LIABILITIES

Audit Fee Payable	28,750.00	24,814.00
Expenses Payable	2,07,711.00	1,08,316.00
TDS Payable	59,710.00	26,197.00
	2,96,171.00	1,59,327.00

NOTE - 8 SHORT TERM PROVISIONS

Provision for Tax	90,527.70	69,270.61
Total	90,527.70	69,270.61

NOTE -10 INVENTORIES

Inventories at the end of the year	2,308.24	10,49,136.22
Closing Stock (Valued At Cost)	2,308.24	10,49,136.22

NOTE - 11 TRADE RECEIVABLES

Trade Receivables Outstanding for a period less than Six months from the date they are due for payment Unsecured , Considered goods	33,08,200.00	49,64,949.00
	<hr/>	<hr/>
	33,08,200.00	49,64,949.00
Trade Receivables outstanding for a period more than Six months from the date they are due for payment Unsecured , Considered goods	1,26,027.60	10,44,065.00
	<hr/>	<hr/>
	1,26,027.60	10,44,065.00
Total	<hr/>	<hr/>
	34,34,227.60	60,09,014.00
	<hr/>	<hr/>

	As At 31.03.2017 Amount (Rs.)	As At 31.03.2016 Amount (Rs.)
	<hr/>	
<u>NOTE - 12 CASH AND CASH EQUIVALENTS</u>		
-		
a. Balance with Banks-HDFC Bank	9,494.99	18,15,813.71
b. Cash on hand	24,410.50	11,891.00
Total	<hr/>	<hr/>
	33,905.49	18,27,704.71
	<hr/>	<hr/>

Cash Denomination as on 08th november, 2016

S. No.	Cash Denominations:	Nos	Amount
1.	100	600	60,000/-
2.	50	82	4,100/-
3.	10	9	90/-
4.	2	3	6/-
5.	.50	1	.50
	Total		64,196.50/-

NOTES – 14 Other Current Assests

Other Current Assests

TDS Receivable A.Y. 2016-17	6,765.00	7,036.00
	6,765.00	7,036.00
Misc Expenses:		
Preliminary Expenses	24,10,875.00	20,31,875.00
	24,10,875.00	20,31,875.00
Total	24,17,640.00	20,38,911.00

As At

As At

31.03.2017

31.03.2016

	Amount (Rs.)	Amount (Rs.)
<u>NOTE - 15 REVENUE FROM OPERATION</u>		
Sales	96,81,794.85	91,50,571.20
Income from Other Operation	0.00	0.00
Total	96,81,794.85	91,50,571.20

NOTE - 16 OTHER INCOME

Income Tax Refund	0.00	350.00
Interest Received	0.00	70,360.00
Rebate & Discount	0.00	43,775.00
Total	0.00	1,14,485.00

NOTE - 17 OPERATING EXPENSES

Purchases	72,27,387.00	80,01,341
Freight Inward	0.00	15,840.00
Total	72,27,387.00	80,17,181.00

NOTE - 18 Change In Inventories

Inventories at the end of the year	2,308.24	10,49,136.00
Inventories at beginning of the year	10,49,136.00	6,17,164.00

(Increase)/ Decrease in Inventories

10,46,827.76

-4,31,972.00

NOTE - 19 EMPLOYEE BENEFIT EXPENSES

Salaries and incentives

5,30,941.00

5,11,300.00

Staff Welfare

2,655.00

16,580.00

Total

5,33,596.00

5,27,880.00

NOTE - 20 OTHER EXPENSES

Advertisement

43,190.00

74,501.00

AGM Expenses

0.00

22,035.00

Audit Fee

28,750.00

28,625.00

Bank Charges

86.28

250.88

Conveyance Exp

1,032.00

24,800.00

CSDL Fee

10,305.00

0.00

Freight Outward

3,490.00

16,629.00

Godown Rent

0.00

60,000.00

Interest Paid

0.00

30,997.00

Interest on income Tax

0.00

2,821.00

Listing Fee

10,000.00

2,42,158.00

Legal & Professional Exp.

2,09,103.00

1,00,225.00

Office Expenses

33,044.00

13,259.00

Office Rent

1,68,000.00

1,68,000.00

Postage & Courier

3,987.00

13,979.00

Printing and Stationery

10,795.00

20,680.00

Professional Charges	11,000.00	84,173.00
ROC filing fee	3,784.00	1,000.00
Rebate and Discount	7.33	0.00
Secretarial Audit Fee	20,000.00	0.00

Telephone Exp.	17,440.00	20,907.00
Website Maintenance	7,000.00	2,750.00
Total	5,81,013.61	9,27,789.88

Significant Accounting Policies

Notes on Financial Statements 1 to 2

As per our Report of Even Date

For and on behalf of Board of Directors of

Euro Asia Exports Limited

For VBR & Associates

Chartered Accountants

FRN: 013174N

Vijay Bansal

Gagan Goel

Rakesh Kumar Singal

Partner

DIRECTOR

DIRECTOR

M.No. 088744

DIN: 07166489

DIN: 06595136

Date: 23.05.2017

Place: New Delhi

Shyam Sunder

(Chief Financial Officer)

EURO ASIA EXPORTS LIMITED

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2017

NOTE-9 TANGIBLE ASSETS (NOT UNDER LEASE)/ DEPRECIATION

P A R T I C U L A R S	WDV Rate of Depreciati on	G R O S S B L O C K		D E P R E C I A T I O N			N E T B L O C K	
		Balance as on 01.04.201 6	Balance as on 31.03.2017	Balance as on 01.04.2016	F or th Y ea r	As on 31.03.2017	As on 31.03.201 7	As on 31.03.20 16
Furniture and Fixtures	18.10%	82,068	82,068	80,699	-	80,699	1,369	1,369
TOTAL (Rs.)		82,068	82,068	80,699	-	80,699	1,369	1,369
PREVIOUS YEAR (Rs.)		82,068	82,068	80,027	37 0	80,699	1,369	-

Gagan Goel

DIRECTOR

DIN: 07166489

**Rakesh Kumar
Singal**

DIRECTOR

DIN: 06595136

Shyam Sunder

(Chief Financial
Officer)

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Members of **Euro Asia Exports Limited (“the Company”)** will be held on Tuesday, the 26th day of September, 2017 at 03:00 P.M. at the Registered Office of the Company at Hotel City Park Airport No. 49/2/1 NH-8 near toll Plaza New Delhi - 110037 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2017, 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 Statutory Auditors 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 Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and as per the recommendations of the Board of Directors and pursuant to the approval of members at the Previous 33rd Annual General Meeting, the Company be and is hereby appointed M/s VBR & Associates, Chartered Accountants, for a period of 3 financial year who has confirmed their eligibility in terms of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014 and to act as Statutory Auditors of the Company till the conclusion of the 36th Annual General Meeting and now he is re-appointed as statutory auditor for a period of 2 financial years with the approval of members at the 36th Annual General Meeting, who has confirmed their eligibility in terms of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014 and to act as Statutory Auditors of the Company till the conclusion of the 38th Annual General Meeting of the company and the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

4. To Appointment of **Mr. Rakesh Kumar Singal (DIN: 06595136)** as Managing Director 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 196 and other applicable provisions, if any, of the Companies Act, 2013 (‘the act’) and the Companies (Appointment and Remuneration of Managerial Personnel) 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, consent of members of the Company be and is hereby accorded to change in designation of Mr. Rakesh Kumar Singal (DIN : 06595136), as Managing Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Managing Director for a further term of 5 (Five) consecutive years from the date of this Annual General Meeting 2022.”

RESOLVED FURTHER THAT pursuant to provisions of Section 196 & 197 read with Schedule V of the Companies Act, read with Rule 8 of Companies (Appointment & Remuneration of Managerial Personnel) Amendment Rules, 2014 and other applicable provisions, if any and the consent of shareholders of the Company be and is hereby accorded to change the Designation of Mr. Rakesh Kumar Singal (06595136) from Non Executive Director to Managing Director (Executive) of the Company for a period of 5 Financial Years ranging from 2017-18 to 2021-22, whose office shall be liable to retire by rotation, other term & conditions of his appointment will remain unaltered.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee be and are hereby authorized to decide on the quantum of remuneration payable under each head, viz., salary, allowances and perquisites and to alter/vary the term(s) of remuneration payable to Managing/Whole-Time Director subject to maximum amount as specified above.

RESOLVED FURTHER THAT any Director of the Company authorized by Board of Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, New Delhi, Stock Exchange and any other Statutory authority and to do such other acts, deeds things & execute all such documents, undertaking as may be considered necessary in connection with or incidental for giving effect to the aforesaid resolution.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the company, Ms. Shweta Gupta (holding DIN: 06557885) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 7th February , 2017 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of director be and is hereby appointed as the Independent Director of the Company

For and on behalf of the Board of Directors of
Euro Asia Exports Limited

SD/-
Shanu Srivastava
Company Secretary

Place: New Delhi
Date: 29.08.2017

Telephone: +91- 011-47055518

Email id: info@euroasiaexportsltd.com
Website: www.euroasiaexportsltd.com

NOTES:

1. A member entitled to attend and vote at the annual general meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder a blank proxy form is enclosed herewith and if intended to be used, the form duly completed should be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

2. Route map of the venue of the meeting is given at the end of the notice.
3. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.**
4. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution/other valid authorization, authorizing their representative to attend and vote on their behalf at the Meeting.
5. 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 memberships / 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 the Corporate Governance Report forming part of the Annual Report.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. 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.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office and copies thereof shall also be available for inspection on all working days, except Saturdays, (between 10 a.m. to 1.00 p.m.) up to the date of the Meeting. Copies of such document shall also be made available at the meeting.
10. The Company has notified closure of Register of Members and Share Transfer Books from 22th September, 2017 to 27th September 2017 (both days inclusive) for the purpose of the Annual General Meeting.
11. 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 Agents, Skyline Financial Services Private Limited.

12. 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).
13. 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, Company's Registrar 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.
14. Members who hold shares in multiple folios or joint accounts in the same order of names are requested to send the share certificates to MAS 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 on return to India for permanent settlement.
 - 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 who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. **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 Disclosures 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.**
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. Abdul Quadir of M/s. Abdul Q & Associates, Practicing Company Secretaries (Membership No. 47721) 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.** In the matter of Reduction of Share Capital, the case was pending before the authority of National Company Law Tribunal and the last date of hearing for reduction of share capital before National Company Law Tribunal was dated on 09.08.2017 but the case was not heard by judge because of technical issues of court and the court gave us next date of hearing for reduction of share capital will be dated on 31.08.2017.
- 23.** In terms of notice received by Registrar of Companies vide no. ROC/D/2017/ Euro Asia Exports /AP/17469-17479 dated 08.02.2017 and notice of Inquiry vide no. ROC/D/2017/Euro Asia Exports/AP/18888-18896 dated 15.03.2017 regarding non- maintenance of Registered Office under section 12(8) of companies act, 2013 has been closed on the hearing date held on 10.07.2017 and letter received regarding closure of complaints dated 28.07.2017.
- 24.** In terms of notice received by ROC, National Capital Territory of Delhi and Haryana through Complaint Reference No. ROC/DL/COMP/2016/EAEL/I00001496/ONLINE/19458 whereby you have raised Complaint that you haven't received copy of Annual Reports for 2014-15 & 2015-16 by Vittu Bajranglal Aggarwal has been closed 08.06.2017 mail received from respected authority.
- 25.** In the matter of complaint regarding on the Affairs of the Company which are prima facie frivolous, baseless and written with an intent to obstruct the normal functioning of the Company and Board process was not doing properly has been close Mr. Sunil Kumar Sharma has already withdrawn their complaint by sending a letter in this behalf to the Registrar of Companies, NCT of Delhi and Haryana at New Delhi stands resolved also the complaint stand resolved in the ROC-Delhi records as confirmed mail dated 08.06.2017 sent to the Company.

STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE “ACT”):

The following Statement sets out all material facts relating to the special businesses mentioned in the accompanying Notice.

Item No.4:

The Board of Director of the Company had passed change in designation of Mr. Rakesh Kumar Singal (DIN 06595136) as an Managing Director on the Board of the Company on 01st day of August, 2017 in accordance with the provisions of Sections 196 and other applicable provisions, if any, of the Companies Act, 2013 (‘the act’) and the Companies (Appointment and Remuneration of Managerial Personnel) 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.

In accordance with the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the act’) and the Companies (Appointment and Remuneration of Managerial Personnel) 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, in subject to approval of shareholders.

The Company has received a notice in writing from him along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Managing Director of the Company. Mr. Naresh Aggarwal is not disqualified from being appointed as a Director in terms of Section 196 of the Act and has given his consent to act as a Director.

INFORMATION ABOUT MR. RAKESH KUMAR SINGAL:

(a) Background Details

Mr. Rakesh Kumar Singal is qualified in B.A. LLB. He is handling constructive aspects of the Company Mr. Rakesh Kumar Singal joined the Board of the Company on May 30, 2016 and is making strong contribution to increase the business of the Company. He doesn’t hold any shares of the Company in his name. He is not related to any other Director or Key Managerial Personnel of the Company.

Brief resume of Mr. Rakesh Kumar Singal, his age, qualification, date of his first appointment on the Board, experience, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship with other directors / key managerial personnel and other details as stipulated under the Regulation 16, 17 and other applicable regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Designation of Mr. Rakesh Kumar Singal (06595136) from Non Executive Director to Managing Director (Executive) of the Company for a period of 5 Financial Years ranging from 2017-18 to 2021-22.

Based on the recommendation of the Nomination and Remuneration Committee and his satisfactory performance, the Board of Directors have proposed that Designation of Mr. Rakesh Kumar Singal (06595136) from Non Executive Director to Managing Director (Executive) of the Company for a period of 5 Financial Years ranging from 2017-18 to 2021-22 from the date of this Annual General Meeting up to May 23, 2022.

Copy of the draft letter for appointment of Mr. Rakesh Kumar Singal as Managing Director setting out the terms and conditions is available for inspection by members at the registered office/corporate office of the Company.

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 other 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. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No.5.

Ms. Shweta Gupta (DIN: 06557885) who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 7th February, 2017 holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director.

Ms. Shweta Gupta is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Shweta Gupta (DIN: 06557885) as Independent Director, for the approval by the shareholders of the Company.

**For and on behalf of the Board of Directors of
Euro Asia Exports Limited**

Sd/-
**Shanu Srivastava
Company Secretary**

Place: New Delhi
Date: 29.08.2017

Telephone: +91 - 011-27354805

011-47055518
Website: www.euroasiaexportsltd.com
Email id: info@euroasiaexportsltd.co

Instructions for E-Voting:

Dear Members,

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 36th 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 36th Annual General Meeting (AGM) of the Company inter alia indicating the process and 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 at 9:00 a.m. on 23rd September, 2017 and ends at 5:00 pm on 25th September, 2017. 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 Company has appointed **Mr. Abdul Quadir, Practicing Company Secretary**, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

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 September, 19th, 2017**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September, 19th, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@euroasiaexportsltd.com / contract@skylinerta.com.

NOTE: The “remote e-voting” end time shall be 5:00 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 remote e-voting / ballot 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”

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
7. Select “EVEN” of **(Euro Asia Exports Limited)**. Members can cast their vote online from 23rd September, 2017(09:00 A.M.) till 25th September, 2017 (5:00 P.M.).

Note: e-Voting shall not be allowed beyond said time.

8. Now you are ready for “e-Voting” as “Cast Vote” page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 at csabdulquadir@gmail.com with a copy marked to evoting@nsdl.co.in .

Please note the following:

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.

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.

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.

The Scrutinizer shall after the conclusion of voting at the general meeting, 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

Other information:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

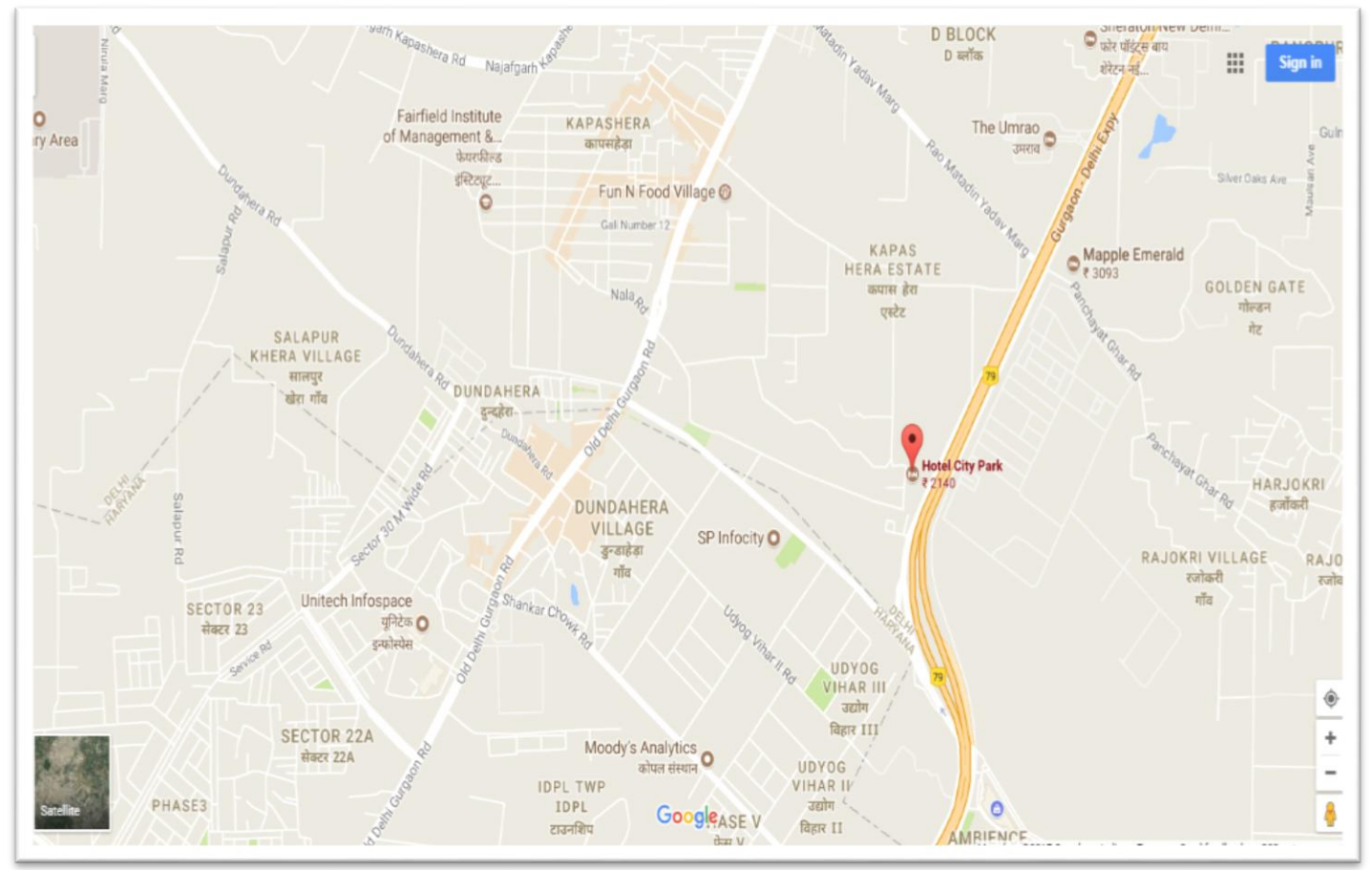
Assuring you of our best services,

Regards,

e-Voting support desk

National Securities Depository Limited (www.nsdl.co.in)

Route Map to the Venue of the 36th Annual General Meeting



EURO ASIA EXPORTS LIMITED
CIN – L51909DL1981PLC012621

Venue of AGM: Hotel City Park Airport No. 49/2/1 NH-8 near toll plaza New Delhi-110037

EURO ASIA EXPORTS LIMITED
CIN – L51909DL1981PLC012621

Regd. office: Plot No. 3-A, 1st Floor, Blk-X
Loha Mandi, Naraina Industrial Area, New Delhi-110028
Corp. office: Second Floor, Plot No B- 103, South City-I, Gurugram, Haryana- 122001
Tel: +91 - 011-47055518
Email: info@euroasiaexportsltd.com Website: www.euroasiaexportsltd.com

ATTENDANCE SLIP

Name of the sole / first named member

Address of the sole / first named member

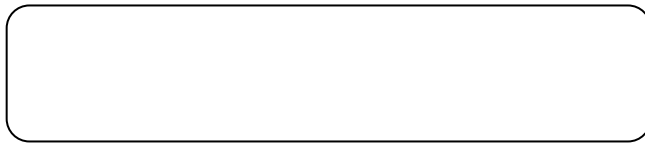
Registered Folio No

DP ID No./Client ID No.*

Number of shares held

I hereby record my presence at the 36th Annual General Meeting of the Company held on Tuesday, 26th September, 2017 at the registered office of the company at Hotel City Park Airport No. 49/2/1 NH-8 near toll plaza New Delhi-110037 at 03:00 P.M.

Signature of Member/Proxy present



Note: Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

*Applicable for investors holding shares in electronic form.

-----Tear here-----

EURO ASIA EXPORTS LIMITED

CIN – L51909DL1981PLC012621

Regd. office: Plot No. 3-A, 1st Floor, Blk-X

Loha Mandi, Naraina Industrial Area, New Delhi-110028

Corp. office: Second Floor, Plot No B- 103, South City-I, Gurugram, Haryana- 122001

Tel: +91 - 011-47055518

Email: info@euroasiaexportsltd.com Website: www.euroasiaexportsltd.com

PROXY FORM

Form No. MGT-11

Pursuant to Section 105(6) of the Companies Act and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member(s) :.....

Registered Address :.....

Email Id:.....

Folio No/ Client ID DP ID.....

I/We.....being the member(s) of Equity Shares of the above named Company, hereby appoint :

1. Name:.....

Address.....

E-mail Id:Signature:;or failing him

2.Name:.....

Address :

E-mail Id:Signature:;or failing him

3. Name:.....

Address:

E-mail Id:Signature:.....

As my / our proxy attend and vote (on a poll) for me / us and on my / our behalf at the 36th Annual General Meeting of the Company to be held on Tuesday, 26th September, 2017 at the registered office of the company at Hotel City Park Airport No. 49/2/1 NH-8 near toll plaza New Delhi-110037 at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
1.	Consideration and Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Sunil Kumar Sharma (DIN: 00370304) as a director of the Company, liable to retire by rotation.		
3.	Ratification the appointment of Auditors and fixing their remuneration for this AGM and Re- appointment of M/s VBR & Associates for a period of two years.		
4.	To change in designation of Mr. Rakesh Singal (DIN: 06595136) from non executive director to Managing Director.		
5.	Regularization of Ms. Shweta Gupta as a Independent Director who is appointed as additional Director in Board Meeting dated 07.02.2017		

Signed this day of 2017.

Signature of shareholder.....

Affix Re 1
Revenue
Stamp

Signature of Proxy Holder(s): 1)2)3)

Note:

- 1) Please complete all the details including details of member(s) in the above Box before submission.
- 2) It is optional to put “X” in the appropriate column against the Resolutions indicated in the Box. If you leave the “For” or “Against” column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- 3) **A proxy can act on behalf of such number of member or members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. Provided that a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
- 4) The Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.