

Euro Ceramics Ltd.

CIN : L26914MH2002PLC135548



December 2, 2019

To,
The Manager-CRD
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street,
Mumbai – 400001
Scrip code: **532823**

The Manager- The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400051.
Scrip: **EUROCERA**

Dear Sirs,

Sub: Voting Results and Scrutinizers' Report of the 17th Annual General Meeting (AGM) pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements), 2015.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we enclose herewith the voting results of the business transacted at the 17th AGM of the Company held on Saturday, the 30th day of November, 2019 at 11.00 a.m. at Gomantak Seva Sangh, 72/A Mahant Road Extension, Vile Parle (East), Mumbai - 400 057 in the prescribed format.

We are also enclosing herewith the Consolidated Report of the Scrutinizer on the resolutions passed through e-voting and poll at the AGM. The above are being uploaded on the Company's website at www.eurocl.com.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

For Euro Ceramics Limited
(Company under Corporate Insolvency Resolution Process
By the Order of Insolvency Resolution Professional)

Viral Nandu
Chairman & Whole Time Director
DIN 01767620



Encl: A/a

(Euro Ceramics Limited is under Corporate Insolvency Resolution Process pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016. Its affairs, business and assets are being managed by the Resolution Professional, CA Nirav Tarkas, appointed by Hon'ble National Company Law Tribunal, Mumbai Bench, vide order dated 7 May, 2019)

Regd. Office : 208, Sangam Arcade Vallabhbhai Road, Vile Parle (West), Mumbai - 400 056. INDIA.
Tel.: +91-22-4019 4019 Fax : +91-22-4019 4020 E-mail : sales@eurocl.com Web : www.eurocl.com

Plant : Survey No. 510, 511, 512, 517/1, Bhachau, Dudhai Road, Bhachau (Kutch), Gujarat, Pin : 370140.
Tel.: +91-2837-224751 / 224752 / 224753



CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To
The Chairman,
Euro Ceramics Limited
208, Sangam Arcade,
Vallabhbhai Road, Vile Parle (West),
Mumbai -400056 Maharashtra, India

Respected Sir,

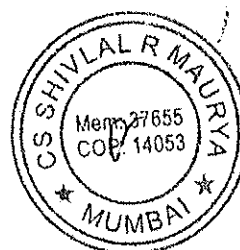
Sub: Consolidated Scrutinizer's Report for passing of Resolutions through electronic voting process and voting by poll papers at 17th Annual General Meeting ('AGM') of the Members of Euro Ceramics Limited ('the Company') held on Saturday, 30th November, 2019.

1. I, Shivlal Maurya, Practising Company Secretary, Mumbai was appointed as Scrutinizer by the Resolution Professional of the Company for the purpose of:
 - a) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time;
 - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
 - c) Scrutinizing the votes cast through polling paper (at the AGM) for those members, who have not casted their votes through e-voting facility, in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 03 as set out in the Notice of 17th AGM of the members of the Company dated 7th November, 2019.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as Scrutinizer for the e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility and poll conducted at the AGM in a fair and transparent manner.



3. As per the confirmation received from the Company:
- The Notice of the AGM dated 7th November 2019 was dispatched to the members through courier at their registered addresses available with the Registrar and Share Transfer Agent/Company/Depositories on Friday, 8th November, 2019.
 - The said notice was dispatched on the basis of Register of Members made available by M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 2nd August, 2019.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2016, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Mumbai Lakshdweep" on Sunday, 10th November, 2019.
5. In terms of the aforesaid Notice, voting period through electronic means was kept open for 3 (Three) days from Wednesday, November 27, 2019 (09:00 am) and ends on Friday, November 29, 2019 (05:00 pm).
6. The voting rights of members was considered in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, November 22, 2019.
7. As required under the said rules, after the conclusion of AGM, the votes cast under e-voting facility including voting through poll papers in the poll box were unblocked in the presence of CS Shivlal Maurya, who is not in employment with the Company.

Summary of the e-voting and poll at the AGM is as follows:

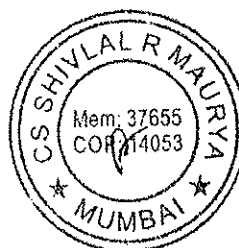


A. ORDINARY BUSINESS

Resolution No.1: Ordinary Resolution

Particulars	Adoption of Audited Financial Statements (including Consolidated financial statements) for the year ended March 31, 2019 and the Reports of the Directors' and the Auditors							
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	3541452	3541352	99.9972	3404305	137047	96.1301	3.8699
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	Total (A)		3541352	99.9972	3404305	137047	96.1301	3.8699
Public-Institutions	E-Voting	1476794	0	0.0000	0	0	0.0000	0.0000
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	Total (B)		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	28719471	369959	1.2882	44309	325650	11.9767	88.0233
	Poll/Ballot Papers		464	0.0016	195	269	42.0259	57.9741
	Total (C)		370423	1.2898	44504	325919	12.0144	87.9856
Total (A+B+C)		33737717	3911775	11.5947	3448809	462966	88.1648	11.8352
Result: I report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid Vote.



Resolution No. 2: Ordinary Resolution

Particulars	Appointment of a Director in place of Mr. Viral Nandu (DIN: 01767620), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment							
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	3541452	3541352	99.9972	3404305	137047	96.1301	3.8699
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	Total (A)		3541352	99.9972	3404305	137047	96.1301	3.8699
Public-Institutions	E-Voting	1476794	0	0.0000	0	0	0.0000	0.0000
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	Total (B)		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	28719471	369959	1.2882	44309	325650	11.9767	88.0233
	Poll/Ballot Papers		464	0.0016	195	269	42.0259	57.9741
	Total (C)		370423	1.2898	44504	325919	12.0144	87.9856
Total (A+B+C)		33737717	3911775	11.5947	3448809	462966	88.1648	11.8352
Result: I report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

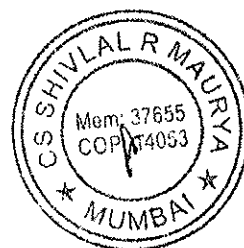
Invalid Votes: There were no invalid Vote.



Resolution No. 3: Ordinary Resolution

Particulars	To appoint M/s. Nitin Pahilwani & Associates as the Statutory Auditors from the conclusion of this meeting till the conclusion of the next Annual General Meeting.							
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	3541452	137047	3.8698	0	137047	0.0000	100.0000
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	Total (A)		137047	3.8698	0	137047	0.0000	100.0000
Public-Institutions	E-Voting	1476794	0	0.0000	0	0	0.0000	0.0000
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	Total (B)		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	28719471	369148	1.2854	43498	325650	11.7833	88.2167
	Poll/Ballot Papers		464	0.0016	195	269	42.0259	57.9741
	Total (C)		369612	1.2870	43693	325919	11.8213	88.1787
Total (A+B+C)		33737717	506659	1.5018	43693	462966	8.6237	91.3763
Result: I report that the number of votes cast in favour of the aforesaid Ordinary Resolution is Less than the number of votes cast against, accordingly the resolution may be considered as not passed with requisite majority.								

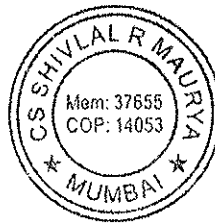
Invalid Votes: There were no invalid Vote.



I further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Act and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Registers; and
- b. The Registers, all other papers and relevant records relating to E-Voting and voting through Poll papers at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking You.



For Shival Maurya & Co.
Company Secretaries
UDIN: A037655A000343004

A handwritten signature in dark ink, appearing to read "Shival Maurya", with a long horizontal stroke extending to the right.

Shival Maurya
M. No. ACS 37655 C.P. No. 14053
Place: Mumbai
Date: 2nd December, 2019

Countersigned by

A handwritten signature in dark ink, appearing to read "L. Pandu", with a long horizontal stroke extending to the right.

Chairman / Authorised Signatory
Euro Ceramics Limited

Place: Mumbai
Date: 02-12-2019

Euro Ceramics Limited

1 - for adoption of Audited Financial Statements (including Consolidated financial statements) for the year ended March 31, 2019 and the Reports of the Directors' and the Auditors									
Resolution Required : (Ordinary)		No							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	3541452	3541352	99.9972	3404305	137047	96.1301	3.8699	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		3541352	99.9972	3404305	137047	96.1301	3.8699	
Public Institutions	E-Voting	1476794	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	28719471	369959	1.2882	44309	325650	11.9767	88.0233	
	Poll		464	0.0016	195	269	42.0259	57.9741	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		370423	1.2898	44504	325919	12.0144	87.9856	
Total		33737717	3911775	11.5947	3448809	462966	88.1648	11.8352	

Euro Ceramics Limited

Euro Ceramics Limited									
Resolution Required : (Ordinary)		2 - for appointment of a Director in place of Mr. Viral Nandu (DIN: 01767620), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	3541452	3541352	99.9972	3404305	137047	96.1301	3.8699	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		3541352	99.9972	3404305	137047	96.1301	3.8699	
Public Institutions	E-Voting	1476794	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting	28719471	369959	1.2882	44309	325650	11.9767	88.0233	
	Poll		464	0.0016	195	269	42.0259	57.9741	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		370423	1.2898	44504	325919	12.0144	87.9856	
Total		33737717	3911775	11.5947	3448809	462966	88.1648	11.8352	

Euro Ceramics Limited

3 - To appoint M/s. Nitin Pahlwani & Associates as the Statutory Auditors from the conclusion of this meeting till the conclusion of the next Annual General Meeting.

Resolution Required : (Ordinary)		No						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3541452	137047	3.8698	0	137047	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		137047	3.8698	0	137047	0.0000	100.0000
Public Institutions	E-Voting	1476794	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	28719471	369148	1.2854	43498	325650	11.7833	88.2167
	Poll		464	0.0016	195	269	42.0259	57.9741
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		369612	1.2870	43693	325919	11.8213	88.1787
Total		33737717	506659	1.5018	43693	462966	8.6237	91.3763